



**40TH
ANNUAL REPORT 2015-16**



VENKY'S (INDIA) LIMITED



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

"VH Group is passionately committed in bringing quality and technology to the Indian poultry industry."

"The poultry industry must become self-supporting and self-reliant through better productivity, scientific management and an organised marketing effort."

"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."

"Under the Indian conditions, the small farmer is the backbone and the kingpin of our industry and he will continue to be so far all time to come."

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

Padmashree Dr. B. V. Rao



A Message From The Chairperson

Dear Shareholders,

Greetings of the Season!

It is my pleasure to present to you with a brief review of the performance of Venky's (India) Limited for the financial year 2015-16 and a general scenario of the poultry industry in India.

During the financial year 2015-16 the Company registered improved performance as compared to the previous year. While the sales turnover had registered an increase of 22.60% at Rs.2,12,186 lacs, the profit before tax grown by 66.40% at Rs.4,612 lacs. Poultry and Poultry Products Segment's performance was affected during the year as compared to the previous year, due to high cost of raw material like maize and soya. The animal health products segment performed better as compared to the previous year. Performance of the oilseed segment was also better as compared to the previous year due to higher realizations.

The various expansion programmes of the Company initiated during the last three years have contributed to the overall growth of the Company.

With a view to remove the mismatch between the supply and demand for poultry products, various corrective steps have been initiated by the VH Group during the year 2015-16 and I wish to inform that these measures have started showing positive results. In addition to that there is a steady growth in economy and with the projected normal monsoon, the overall performance of the poultry industry, and your company in particular, is expected to be better during the current financial year 2016-17.

Thanks to the vision, meticulous planning and untiring efforts of our Founder Chairman, Late Padmashri Dr. B.V. Rao, the VH Group has built over the years, a world-class R&D base and infrastructure for production and technical support to the farmers. These are our inherent strengths which give us a competitive edge in a steadily growing market which has the potential for manifold growth 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

STAKEHOLDERS 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
Industrial Development Bank of India Ltd.
ICICI Bank Ltd.
HDFC Bank Ltd.
Yes Bank Ltd.
IFCI Ltd.
Kotak Mahindra Bank Ltd.
Axis Bank Ltd.

STATUTORY AUDITOR

M/s Sudit K. Parekh & Co.
Chartered Accountants
Ballard House, 2nd Floor, Adi Marzaban Path,
Ballard Pier, 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-Sinhagad Road,
Pune - 411 030.
Tel. : 020-24251530 to 41
Fax : 020-24251077

CIN - L01222PN1976PLC017422



chicken Salami

Make your salads, sandwiches, rolls, pizzas even yummier by adding Salami to them. Available in a range of flavours. Chicken Salami is a pre-cooked product and needs only to be thawed before consumption.

vienna sausages



1. Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Shallow fry Venky's Vienna Sausages in a non stick pan with very little oil or put in a steamer for 4 to 5 minutes to achieve a minimum temperature of 75 degrees centigrade. 3. Serve warm.

chicken hot dog



1. Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Shallow fry Venky's Chicken Hot Dog in a non stick pan with very little oil or put in a steamer for 4 to 5 minutes to achieve a minimum temperature of 75 degrees centigrade. 3. Serve warm. 4. Venky's Chicken Hot Dog can be put in a Hot Dog bun with Mustard/Barbeque sauce and served.

chicken breakfast sausages



1. Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Shallow fry Venky's Chicken Breakfast Sausages in a non stick pan with very little oil or put in a steamer for 4 to 5 minutes to achieve a minimum temperature of 75 degrees centigrade. 3. Serve warm.

chicken sausages



Cut open the pouch and microwave the sealed tray for 6 to 7 minutes OR place the sealed tray into a cooker & steam it for 12 to 15 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mom's Chicken Biryani on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mughlai Biryani with Raita or Salan.

chicken cheese & onion sausages



1. Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Shallow fry Venky's Chicken Cheese and Onion Sausages in a non stick pan with very little oil or put in a steamer for 4 to 5 minutes to achieve a minimum temperature of 75 degrees centigrade. 3. Serve warm.

chicken cocktail sausages



1. Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Shallow fry Venky's Chicken Cocktail Sausages in a non stick pan with very little oil or put in a steamer for 3 to 4 minutes to achieve a minimum temperature of 75 degrees centigrade. 3. Serve warm.

spicy chicken salami

1. Thaw the packet containing Venky's Spicy Chicken Salami in a refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. 2. Cut into slices as per your need and it is ready to use as a cold cuts in salads and sandwiches.



New



**Fry &
Serve**



chicken popcorn



Heat sufficient oil in a pan to 180 degrees centigrade and gently drop Venky's Frozen Chicken Pops into it. Deep fry for 2 to 3 minutes until Pops turns golden brown & achieves a minimum temperature of 75 degrees centigrade. Serve hot with tomato ketchup.

chicken jumbo burger patty



Heat sufficient oil in a pan to reach 180 degrees centigrade, deep fry the Venky's Frozen Chicken Jumbo Burger Patty for 6 to 7 minutes, till the patty turns golden brown and achieves a minimum temperature of 75 degrees centigrade. Sandwich in between buttered burger bun lined with lettuce / onion / tomato or as required. Serve hot with mustard sauce / tomato ketchup.

crispy chicken burger patty



Heat sufficient oil in a pan to reach 180 degrees centigrade, deep fry the Venky's Frozen Crispy Chicken Burger Patty for 6 to 7 minutes, till the patty turns golden brown and achieves a minimum temperature of 75 degrees centigrade. Sandwich in between buttered burger bun lined with lettuce / onion / tomato or as required. Serve hot with mustard sauce / tomato ketchup.

chicken fingers



Heat sufficient oil in a pan to 180 degrees centigrade and deep fry Venky's Frozen Chicken Fingers for 2 to 3 minutes until they turns golden brown & achieves a minimum temperature of 75 degrees centigrade. Serve hot with tomato ketchup or a spicy dip.

chicken cutlets



Heat sufficient oil in a pan to 180 degrees centigrade and gently drop Venky's Frozen Chicken Cutlets into it. Deep fry for 5 to 6 minutes until Cutlets turns brown & achieves a minimum temperature of 75 degrees centigrade. Serve hot with spicy chutney, tomato ketchup and buttered bread.

chicken samosa



Cook Frozen. Deep fry for 6 to 7 minutes at 180 degrees centigrade to achieve a minimum temperature of 75 degrees centigrade. Serve hot with tamarind or mint chutney.

chicken nuggets



Heat sufficient oil in a pan to 180 degrees centigrade and gently drop Venky's Frozen Chicken Nuggets into it. Deep fry for 3 to 4 minutes until Nuggets turns golden brown, rise to the top & achieves a minimum temperature of 75 degrees centigrade. Serve hot with tomato ketchup.

chicken burger patty



Heat sufficient oil in a pan to reach 180 degrees centigrade, deep fry the Venky's Frozen Chicken Burger Patty for 3 to 4 minutes, till the patty turns golden brown and achieves a minimum temperature of 75 degrees centigrade. Sandwich in between buttered burger bun lined with lettuce / onion / tomato or as required. Serve hot with mustard sauce / tomato ketchup.

chicken & cheese nuggets

New



1. Heat oil in a pan to 180 degrees centigrade and gently drop Venky's Frozen Chicken and Cheese Nuggets into it. 2. Deep fry for 3 to 4 minutes until it turns to light golden brown colour, rise to the top & achieves a minimum temperature of 75 degrees centigrade. 3. Serve hot with tomato ketchup or mayonnaise. 4. Do not overfry otherwise cheese may ooze out.

Heat &
Serve



murg masala



Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. Remove the cover and heat in microwave for 2 to 3 minutes or in a frying pan without oil for 8 to 9 minutes to achieve a minimum temperature of 75 degrees centigrade. Ready to eat with Chapati / roti / bread or rice.

butter chicken



Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. Remove the cover and heat in microwave for 2 to 3 minutes or in a frying pan without oil for 8 to 9 minutes to achieve a minimum temperature of 75 degrees centigrade. Ready to eat with Chapati / roti / bread or rice.

chicken hariyali kabab



Heat a little oil in the frying pan and place the Frozen Chicken Hariyali Kababs in it. Cook the Kababs by intermittent turning for 8 to 9 minutes, till surface colour is golden brown and achieves a minimum temperature of 75 degrees centigrade. The product can also be cooked in an oven or a grill. Serve hot with spicy mint chutney / tomato ketchup / onion and lemon slice

tandoori grilled chicken



1. Thaw the product for 10 to 12 hours at 4 to 6 degrees centigrade in refrigerator.
2. Heating - Open the packet and place Tandoori Grilled Chicken (i) On a pan and heat the product by intermittent turning on medium flame for 8 to 10 minutes with close lid. OR (ii) Microwave the product for 6 to 7 minutes.
3. Sprinkle the Chat Masala and serve hot with Kachumber Salad.

mom's chicken biryani



Cut open the pouch and microwave the sealed tray for 6 to 7 minutes OR place the sealed tray into a cooker & steam it for 12 to 15 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mom's Chicken Biryani on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mughlai Biryani with Raita or Salan.

chicken kheema



Thaw the packet in refrigerator at 5 degrees centigrade or less for 8 hours or thaw in a microwave. Remove the cover and heat in microwave for 2 to 3 minutes or in a frying pan without oil for 5 to 6 minutes to achieve a minimum temperature of 75 degrees centigrade. Ready to eat with Chapati / roti / bread or rice.

chicken sheek kabab



Heat a little oil in the frying pan and place the thawed Chicken Sheek Kababs in it. Cook the Kababs by intermittent turning for 8 to 9 minutes, till surface colour is slightly brown and achieves a minimum temperature of 75 degrees centigrade. The product can also be cooked in an oven or a grill. Serve hot with spicy mint chutney / tomato ketchup.

garlic pepper grilled chicken



Perfectly spiced kababs made from chicken meat. Thaw the product and shallow fry in a pan until brown. Serve with mint chutney.

mughlai chicken biryani



Cut open the pouch and microwave the sealed tray for 6 to 7 minutes OR place the sealed tray into a cooker & steam it for 12 to 15 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mughlai Chicken Biryani on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mughlai Biryani with Raita or Salan.



Chicken in Minutes

Enjoy!





FINANCIAL HIGHLIGHTS

(Rupees In Lacs)

PARTICULARS	2015-16	2014-15	2013-14	2012-13	2011-12
OPERATING RESULTS					
Turnover & Other Income	215,760	176,144	176,601	1,44,393	100,644
Material Cost	157,087	124,479	133,410	1,05,708	65,062
Personnel Cost	12,828	11,955	9,518	8,601	6,860
Interest	7,966	7,106	4,171	2,237	1,311
Other Expenses	29,962	26,773	24,113	22,373	20,503
Depreciation	3,305	3,215	1,924	1,554	1,177
Exceptional items - Income	—	155	1,053	—	—
Profit Before Tax	4,612	2,771	4,517	3,920	5,719
Profit After Tax	2,985	1,870	3,404	2,478	4,105
Dividend (In Rs. per Equity Share)	5.00	5.00	5.00	5.00	5.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	83,937	71,071	62,521	45,970	32,536
Current Liabilities	79,309	76,939	59,410	35,119	20,423
Net Current Assets	4,628	(5,868)	3,111	10,851	12,112
Net Fixed Assets	47,748	48,530	46,885	31,320	24,346
Investments	167	6,153	5,208	3,308	3,733
Deferred Tax Liability	(2,682)	(2,456)	(2,364)	(2,072)	(1,723)
Other Non Current Assets	15,510	16,285	7,826	5,613	2,851
Total Assets	65,370	62,644	60,665	49,019	41,320
Financed By					
Share Capital	1,409*	939	939	939	939
Reserves & Surplus	37,593	36,203	35,841	32,802	30,639
Capital Grants and Subsidies	10	—	—	—	—
Borrowings	26,358	25,502	23,886	15,278	10,303
Total Liabilities	65,370	62,644	60,665	49,019	41,882
Earning Per Share (Rs.)	21.19	19.91	36.25	26.39	43.72
Book Value per share (Rs.)	276.86	395.48	391.62	359	336
Debt Equity Ratio	0.68	0.69	0.65	0.45	0.33
Share Price ** High	625.00	640.00	594.95	621.50	757.00
Low	219.90	322.00	390.00	322.05	363.00
No. of Employees	5,064	5,288	4,418	4,090	4,343

Note: Previous year's figures have been regrouped wherever necessary in financials of FY-2014-15 and accordingly changed here

* Increased capital due to issue of 1 bonus equity share for every 2 existing equity shares.

** Source : www.bseindia.com



FINANCIAL HIGHLIGHTS

(Rupees In Lacs)

PARTICULARS	2010-11	2009-10	2008-09	2007-08	2006-07
OPERATING RESULTS					
Turnover & Other Income	86,074	71,066	57,526	52,838	41,688
Material Cost	51,558	45,007	38,224	32,940	26,042
Personnel Cost	5,658	4,374	4,099	3,774	3,302
Interest	455	504	788	872	483
Other Expenses	16,661	12,055	10,450	10,243	9,314
Depreciation	964	898	862	827	734
Exceptional items - Income	—	—	—	—	—
Profit Before Tax	10,775	8,229	3,103	4,182	1,814
Profit After Tax	7,303	5,432	2,056	2,661	1,152
Dividend (In Rs. per Equity Share)	5.00	4.00	3.50	3.50	3.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	21,077	15,948	14,708	14,684	13,450
Current Liabilities	7,554	6,317	6,095	5,750	5,215
Net Current Assets	13,522	9,630	8,613	8,934	8,235
Net Fixed Assets	17,599	13,352	12,617	12,270	11,596
Investments	9,278	8,131	5,211	5,263	4,442
Deferred Tax Liability	(1,530)	(1,458)	(1,341)	(1,392)	(1,543)
Other Non Current Assets	—	—	—	—	—
Total Assets	38,870	29,655	25,100	25,075	22,730
Financed By					
Share Capital	939	939	939	939	939
Reserves & Surplus	26,478	19,721	14,768	13,097	11,227
Capital Grants and Subsidies	—	3	3	4	5
Borrowings	11,452	8,992	9,389	11,035	10,559
Total Liabilities	38,870	29,655	25,100	25,075	22,730
Earning Per Share (Rs.)	77.76	57.83	21.89	28.33	12.26
Book Value per share (Rs.)	291	220	167	149	129
Debt Equity Ratio	0.42	0.44	0.60	0.79	0.87
Share Price ** High	1012.40	371.00	174.00	288.00	151.00
Low	336.05	73.00	65.05	100.00	88.00
No. of Employees	3,728	3,084	3,335	3,566	3,095

** Source : www.bseindia.com

Tender Grilled Chicken



This barbeque style grilled chicken is prepared from bonless and tender breast pieces. Each fillet is grilled by expert hands to ensure that you are served with the juiciest and tastiest piece of meat. The yummy dish is accompanied with a crunchy jeera nana and a smooth in-house garlic dip, striking the right balance. The fillets contain zero fat keeping your health in mind.

There is one for all. A family packed meal with 2 pieces of tandoori roast chicken, 2 pieces of garlic and papper roast chicken served along with a 2 pieces of Jeera Naan. This delicious meal also includes 2 succulent pieces of chicken lollipos and 2 pieces of tender grilled chicken. It is served with schezwan sauce, garlic dip and mint dip.



Roast Chicken Platter

Chicken Tangadi



Tender chicken drumsticks marinated with fresh yoghurt and pure Indian spices is sourced from the best plantation across the country. The juice and soft chicken tangadi treat your taste buds to the rich Indian traditional flavour, the moment you take your first bite. Served with fresh mint dip and fresh salad.



Tender Grilled Chicken Combo



A real treat for you with 2 pieces of tender grilled chicken and 2 pieces of juicy chicken lollipops. Dip them into the yummy sauces and experience an overpowering confluence of flavours unfolding on your taste buds. Served with a crunchy jeera naan and soft drink.

Grilled Chicken Wrap Combo



A juicy roll with a blend of delectable flavour pure thigh meat marinated with a combination of Indian and Italian herbs. Grilled to deliver a typical Indian flavour. This juicy chicken preparation mixed with fresh salad, sprinkled with chaat masala is rolled in a soft paratha made from corn flour. A uniform coating of egg on the paratha further enriches the flavour and nutritional value of the roll with 1 piece of juicy Chicken Tangadi and 2 pieces of Chicken Nuggets served with mint dip and tomato ketchup.

VEG MENU

Aloo Tikki



Veg Burger





XPRS
Take away Chicken

Tandoori Roast Chicken



The whole tender chicken richly marinated with fresh yoghurt and pure Indian spices is sourced from the best plantations across the country. The juicy and soft tandoori roast chicken treats your taste buds to the rich Indian traditional flavor, the moment you take your first bite. Served with fresh mint dip, the tandoori roast chicken is a delight to have.



A well cooked whole tender chicken marinated with a combination of indian and italian herbs. The garlic and pepper flavored marinate is roasted at the right temperature without any oil, keeping a check on your fat intake. The medium spicy roast chicken is accompanied with a garlic dip.

Garlic And Pepper Roast Chicken



www.venkys.com



XPRS
Take away Chicken

Grilled Chicken Burger



The best bet for a quick hunger buster, these burgers have perfectly spiced pure wholesome tender chicken piece. It is perfectly grilled without any oil and served with a delicious mayonnaise spread and ketchup. So tempting that you wouldn't stop with one.

The lollipops are prepared with the best chicken wings bringing out the fresh taste of chicken in every bite. The blend of Indian and Chinese cuisine gives a unique flavor to crunchy lollipops. The tangy and spicy schezwan sauce served with it, enhances the taste of this preparation. There is no compromise on taste.



Chicken Lollipop

*chicken ham &
egg burger*



The Excellent!!

The best combination burger of grilled chicken Ham & poached egg. With delicious mayonnaise. Yummy combination to enhance the taste.

www.venkys.com



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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. 112 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.112)

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 40TH ANNUAL GENERAL MEETING

To,

The Members of Venky's (India) Limited

Notice is hereby given that the 40th Annual General Meeting (AGM) of members of Venky's (India) Limited will be held on Thursday, 29th September, 2016 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 Financial Statement as at 31st March, 2016 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 Mr. B. Venkatesh Rao, who retires by rotation and being eligible offers himself 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.3,30,000/- (Rupees Three Lacs Thirty Thousand 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 2016-17, on such terms and conditions as may be agreed upon between the cost auditor and the Board of Directors."

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

"Resolved that pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 approval of shareholders is hereby accorded for contract entered on 1st April, 2002, between the Company and its holding Company M/s. Venkateshwara Hatcheries Private Limited for various transactions for a period of 30 years for an amount of Rs.100 Crores with annual rise of 30%."

By order of the Board of Directors

Pune
May 27, 2016

A. G. Bauskar
Company Secretary
Membership No: F1953



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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 proxy forms 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 Monday, 12th September, 2016 to Friday, 16th September, 2016 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31st March, 2016.
- 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 16th September, 2016.
- 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 the provisions of Companies Act, 1956 and Companies Act, 2013, to the extent applicable, 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 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 40th 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, 2016 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.
- u. Route map for the Venue of AGM is given on the page no. 114 of this report.



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 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.

Item no. 6

Pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 which came into effect on 2nd December, 2015, every listed company who has entered into any material related party contract before the obligations coming into force, and the contract subsists beyond 2nd December, 2015 shall be placed for approval of the shareholders.

Considering the nature and model of the Company's business, your company has been transacting with its holding company since inception. Further, on 1st April, 2002 the Company has entered into a contract with Venkateshwara Hatcheries Private Limited in compliance with the provisions of the erstwhile Companies Act, 1956 for a period of 30 years for an amount of Rs.100 Crores with an annual rise of 30%. Since the contract is valid, subsisting and continuing after coming into effect of SEBI (Listing Obligations and Disclosure Requirements), 2015, it is placed before the shareholders for approval.

The Shareholders' approval is solicited for the resolution at Item No. 6 of the accompanying Notice as an Ordinary Resolution.

Except Mrs. Anuradha J. Desai, Mr. B. Venkatesh Rao, Mr. B. Balaji Rao, Mr. Jitendra M. Desai and Mr. C. Jagapati Rao and their relatives, none of the other 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. 6 of the Notice.

By order of the Board of Directors

Pune
May 27, 2016

A. G. Bauskar
Company Secretary
Membership No: F1953

Shareholders Instructions for e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 26th September, 2016 at 10.00 a.m. IST and ends on Wednesday, 28th September, 2016 at 05.00 p.m. IST. 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 Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) 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 serial 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) 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

- (xi) Click on the EVSN for Venky's (India) Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.

DIRECTORS' REPORT

The Shareholders,

Your Directors have pleasure in presenting the Fortieth Annual Report and audited accounts for the financial year ended 31st March 2016.

FINANCIAL RESULTS

(Rs. in Lacs)

Description	2015-16	2014-15
Revenue from Operations (Net)	2,12,186	1,73,081
Operating Expenditure	1,99,377	1,62,894
Depreciation	3,305	3,215
Operating Profit	9,504	6,972
Finance Costs	8,467	7,419
Exceptional Items (Depreciation / Profit on sale of Fixed Assets)	—	155
Other Income	3,574	3,064
Profit Before Tax	4,612	2,772
Provision for Tax	1,627	902
Profit for the year	2,985	1,870
Amount available for appropriation	7,256	6,836
Appropriations :		
Transfer to General Reserve	2,000	2,000
Proposed Dividend	704	470
Dividend Distribution Tax	143	96
Net Surplus in the Statement of Profit and Loss	4,408	4,270

OPERATIONS

For the year ended 31st March, 2016, the Company's sales turnover was at Rs.2,12,186 lacs as against Rs.1,73,081 lacs in the previous year - registering an increase of 22.60%. Profit before tax was at Rs.4,612 lacs as compared to Rs.2,772 lacs in the previous year – an increase of 66.40%.

During the year under review, the Poultry and Poultry Products Segment performance was affected as compared to the previous year, due to high cost of raw material like maize and soya. Performance of the animal health products segment was better as

compared to the previous year. Performance of the oilseed segment was also better as compared to the previous year due to higher realizations.

BONUS ISSUE

During the year under review, the Company has issued and allotted bonus equity shares in the ratio of 1 bonus share for every 2 shares held. As a result, the paid-up equity share capital has increased from Rs.939.16 lacs to Rs.1,408.74 lacs.

DIVIDEND

Your Directors recommend a dividend of Rs.5.00 per equity share (50%) for the year ended 31st March, 2016 on the post-bonus equity capital (Rs.5.00 per equity share on the pre-bonus equity capital in the previous year). The dividend, if approved at the ensuing Annual General Meeting, will absorb Rs.704 lacs (previous year Rs.470 lacs) plus taxes.

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 Regulation 34(3) read with Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2015-16, 6 (Six) meetings of the Board of Directors were held on the following dates:

- 1) 29th May, 2015, 2) 14th August, 2015,
- 3) 14th September, 2015, 4) 6th November, 2015,
- 5) 18th January, 2016, 6) 12th February, 2016.



DIRECTORS' RESPONSIBILITY STATEMENT

The Directors declare that :

1. the accounts for the year ended 31st March, 2016 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, 2016 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, 2016 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, Mr. B. Venkatesh Rao, Director is due for retirement by rotation at the ensuing Annual General Meeting and, being eligible, offers himself 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 Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 as Section 177 of the Companies Act, 2013. Details of such committee

is given in the 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 which fall under the purview of 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. 2015-16 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 incharge of 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. Related Party disclosures as per AS -18 have been provided in Note no. 10 to the Financial Statements.

However, as a requirement of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 contract entered between the Company and its holding company, being a related party, for various transactions has been placed before the shareholders for their approval. Details of such approval are provided in the Notice of the 40th AGM and Explanatory Statement annexed thereto.

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 relevant information and the details of employee 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 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 2015-16. 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, Cost Accountants 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 placed before the members for their ratification in the ensuing Annual General Meeting. The Cost Audit for the financial year ended 31st March, 2016 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.70.14 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.518.25 lacs
 - Foreign exchange outgo: Rs.1285.18 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 27, 2016

Anuradha J. Desai
Chairperson

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development :

For the financial year 2015-16, the Indian economy registered a growth rate of 7.6% as compared to 7.3% in the previous year. This is despite all the headwinds – both domestic and external – making it one of the world's fastest growing economies. The growth rate achieved is considered to be significant, especially when the global economy was characterized by slowing growth and sharp drop in crude oil prices. According to the Central Statistics Office (CSO), the robust growth was primarily driven by growth in services and industry. The various policy initiatives taken by the Central Government, like simplifying approval procedures, reforming tax regime and addressing the issue of subsidy leakage are expected to result in further growth in GDP in the coming years. 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 growers are 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 revival of sentiment and pick-up in industrial activity are expected to contribute to the growth in demand for poultry products and the industry has a promising future.

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 2015-16 this segment's turnover was Rs.1,01,790 lacs as compared to Rs.99,262 lacs in the last year. The profit before tax and interest of this segment was Rs.6,510 lacs as compared to Rs.7542 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.15,048 lacs as compared to Rs.14,160 lacs. Profit before tax and interest was Rs.2,626 lacs as against Rs.2,131 lacs in the last year.

c. Oilseed

This segment registered a sales turnover of Rs.99,813 lacs as compared to Rs.63,364 lacs last year. Profit before tax and interest was Rs.4,286 lacs as against Rs.1,430 lacs in the previous year.

4. Outlook

The various corrective steps initiated during the last year by the VH Group to remove the mismatch between the supply and demand for poultry products have started showing positive results since January, 2016. As a result of these measures sales realizations of poultry products have shown signs of stabilization. With the projected normal rain fall throughout the country, the prices of key raw materials are likely to prevail



at the current levels. Therefore, the outlook for the year 2016-17 is expected to be better as compared to the last year.

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.

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:

The turnover of the Company increased by 22.60% over the last year from Rs.1,73,081 lacs to Rs.2,12,186 Lacs. The profit before tax from

operations increased by 66.40% from Rs.2,772 lacs to Rs.4,612 lacs.

The long term borrowings of the Company during the year increased by about 3 % from Rs.24,612 lacs to Rs.25,433 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 decreased by about 6% from Rs.46,940 lacs to Rs.43,919 Lacs. Short term borrowings are being utilized for meeting operational expenditure and working capital requirements. Interest cost of the Company has increased by 14% from Rs.7,419 lacs to Rs.8,467 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, 2016 the Company has 5064 employees.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Clause C of Schedule V of the SEBI
(Listing Regulations and Disclosure Requirements) Regulations, 2015)

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, 2016 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 2015-16, 6 (Six) meetings were held. The dates on which the said meetings were held are as follows:

1) 29th May, 2015, 2) 14th August, 2015, 3) 14th September, 2015, 4) 6th November, 2015, 5) 18th January, 2016, 6) 12th February 2016.

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.

Name of Director of the Company	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 16 th September, 2015	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	6	Yes	1	4	4
Mr. B. Venkatesh Rao	Vice -Chairman	6	No	-	-	4
Mr. B. Balaji Rao	Managing Director	6	No	-	-	4
Mr. Jitendra M. Desai	Director	6	Yes	-	-	4
Mr. C. Jagapati Rao*	Director	4	No	2	-	-
Lt. Col. Ashok Mahajan (Retd.)*	Director	6	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 16 th September, 2015	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	6	Yes	-	-	-

*Independent Directors

d) No. of Equity Shares held by Non-Executive Directors as of 31st March, 2016:

S. No.	Name of the Director	No. of Equity Shares as of 31 st March, 2016
1.	Mrs. Anuradha J. Desai	4,82,926
2.	Mr. B. Venkatesh Rao	66,051
3.	Mr. Jitendra M. Desai	30,079
4.	Mr. C. Jagapati Rao	21,372
5.	Lt. Col. Ashok Mahajan (Retd.)	Nil
6.	Col. Surinder Kumar (Retd.)	Nil
7.	Brig. Rajeshwar Singh Rathore (Retd.)	Nil
8.	Brig. Amrit Kapur (Retd.)	Nil

e) Disclosure of Relationship inter-se:

Mrs. Anuradha J. Desai is sister of Mr. B. Venkatesh Rao and Mr. B. Balaji Rao and spouse of Mr. Jitendra M. Desai. No other Directors are related to each other.

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, Mr. B. Venkatesh Rao, Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

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

Mr. B. Venkatesh Rao, aged 51 years, is the Vice Chairman and Director of the Company since 1995. He has by his proactive approach lifted performance of the Company to high level of efficiency and productivity especially in operations and marketing of poultry feed.

Mr. B. Venkatesh Rao is Jt. Managing Director in Venkateshwara Hatcheries Private Limited, Managing Director of Uttara Foods and Feeds Private Limited, Uttara Biosciences Private Limited, Uttara Impex Private Limited and Padmavati Marbles Private Limited and Director in Venco Research and Breeding Farm Private Limited, Venkateshwara Research and Breeding Farm Private Limited, All India Poultry Development and Services Private Limited, B.V. Bio-Corp Private Limited, Bala Industries and Entertainment Private Limited, Bharat Egg Producer Association, Eastern Hatcheries Private Limited, Srivenk Biological Laboratories Private Limited, Uttara Masala Product Private Limited, Uttara Hatcheries and Agri-Farms Private Limited, Uttara Poultry and Agri-Farms Private Limited and Uttara Bakers Private Limited.

Mr. B. Venkatesh Rao is Chairman of Corporate Social Responsibility Committee and member of Stakeholder Relationship Committee and Operation Committee of Venky's (India) Limited, Committee of Directors of Venkateshwara Hatcheries Private Limited and member of Corporate Social Responsibility Committee of Venco Research and Breeding Farm Private Limited, Venkateshwara Research and Breeding Farm Private Limited and B.V. Bio-Corp Private Limited.

4. Audit Committee

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

There were 4 (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, 2015, 2) 14th August, 2015, 3) 6th November, 2015 and 4) 12th February, 2016

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 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 (LODR) 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. Nomination and Remuneration Committee

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

The Terms of Reference of this Committee cover the matters specified for Nomination and Remuneration Committee under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirement Regulations) 2015 (LODR) as well as in Section 178 of the Companies Act, 2013 as applicable and allied applicable rules.

The Nomination and Remuneration Committee comprises of all the Non-Executive Directors. Mrs. Anuradha J. Desai, is the Chairman of the Committee, Lt. Col. Ashok Mahajan (Retd.) and Col. Surinder Kumar (Retd.), Independent Directors are the other members of the Committee.

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



6. 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 2015-2016 are given below:

Directors	Salary (Rs.)	Perquisites # (Rs.)	Commission Payable (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mrs. Anuradha J. Desai	-	-	1,25,000	1,10,000	2,35,000
Mr. B. Venkatesh Rao	-	-	1,25,000	1,00,000	2,25,000
Mr. B. Balaji Rao	12,00,000	16,75,307	3,00,000	-	31,75,307
Mr. Jitendra M. Desai	-	-	1,25,000	1,30,000	2,55,000
Mr. C. Jagapati Rao	-	-	1,25,000	20,000	1,45,000
Lt. Col. Ashok Mahajan (Retd.)	-	-	1,25,000	50,000	1,75,000
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	50,000	1,75,000
TOTAL	12,00,000	16,75,307	13,00,000	5,50,000	47,25,307

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.

9. 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, 143 complaints were received from the shareholders and others and all of them have been resolved to date to the satisfaction of shareholders.

There are no investor complaints pending as on 31st March, 2016

10. 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 2014-15	16 th September, 2015 at 10.30 a.m. at Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune – 411 001
2.	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.
3.	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.

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:

1. To increase the authorised Share Capital of the Company and to amend the Memorandum of Association and Article of Association of the Company to that effect.
2. To issue Bonus Shares

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereof the Company had sent notice dated 14th September, 2015 to all its shareholders through courier and registered post. The physical voting period was kept open for 30 days from 15th October, 2015 to 14th November, 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 16th November, 2015.

11. 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, 2016.

12. 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 Regulation 17 (8) of SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015, for the year ended 31st March, 2016.

13. Disclosures

There are no material 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.

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

The quarterly / yearly 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.



15. General Shareholders Information

Particulars	Details
Annual General Meeting Date	29 th September, 2016
Time	10.30 A.M.
Venue	Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune - 411001.
Financial Calendar 2016-17	i. First Quarter Results – upto August 14, 2016. ii. Second Quarter Results – upto November 15, 2016. iii. Third Quarter Results – upto February 15, 2017. iv. Audited Results for the year ending 31 st March, 2017 – end of May, 2017
Date of Book Closure	12 th September, 2016 to 16 th September, 2016
Dividend Payment Details	Within 30 Days after Annual General Meeting.
Names & Address of Stock Exchanges in which it is listed and scrip code.	I. Bombay Stock Exchange Limited - 523261 Address: P.J. Towers, Dalal Street, Mumbai - 400 001 II. National Stock Exchange of India Limited – VENKEYS Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051
Confirmation of payment of annual Listing Fees	The Company has paid listing fees in the time limit prescribed.
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 2015-2016 on National Stock Exchange of India Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2015	360.30	305.95	October 2015	579.20	493.00
May 2015	318.00	275.60	November 2015	517.00	440.10
June 2015	386.00	281.10	December 2015	505.90	322.00
July 2015	625.90	335.15	January 2016	342.00	275.10
August 2015	593.00	405.00	February 2016	313.70	220.00
September 2015	568.00	400.00	March 2016	364.50	253.00

(Source: www.nseindia.com)

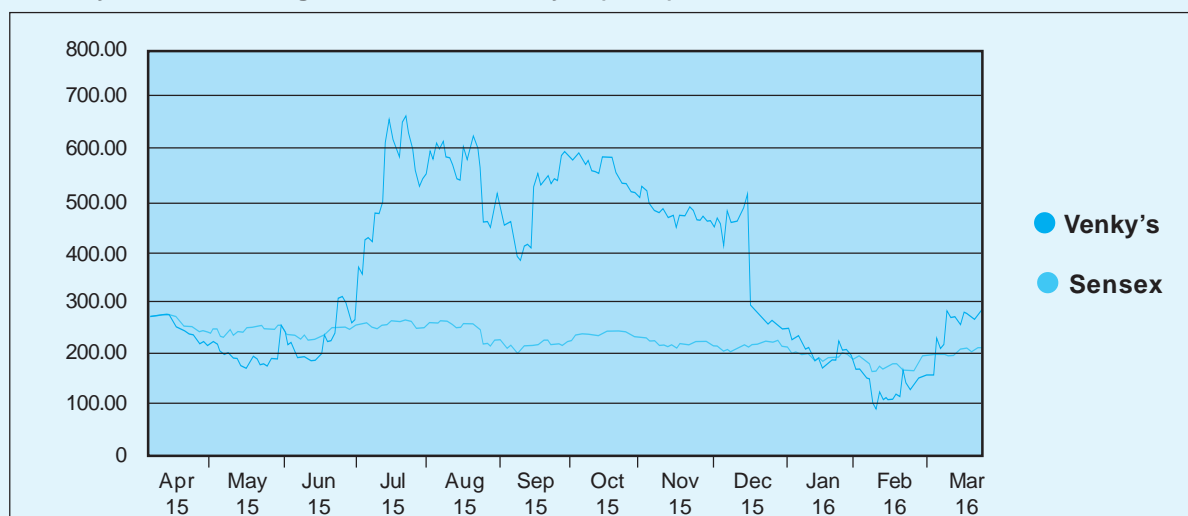
Monthly Market High / Low for the year 2015-2016 on Bombay Stock Exchange Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2015	360.00	305.10	October 2015	581.00	492.00
May 2015	318.80	274.70	November 2015	516.00	450.00
June 2015	382.00	281.20	December 2015	507.00	330.00
July 2015	625.00	337.60	January 2016	336.00	277.00
August 2015	594.00	405.00	February 2016	313.00	219.90
September 2015	568.80	401.30	March 2016	364.70	253.40

(Source: www.bseindia.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)



Distribution of shareholding and its patterns as on 31.03.2016

I. Distribution of Shareholding

No. of Equity Shares held	No. of Folios	%	No. of Shares	%
1 - 500	22310	99.51	28,75,855	20.42
501 - 1000	48	0.22	3,34,625	2.37
1001 - 2000	20	0.09	2,76,058	1.97
2001 - 5000	21	0.09	6,75,031	4.79
5001 - 10000	10	0.05	6,86,701	4.87
10001 & above	10	0.04	92,39,066	65.58
Total	22,419	100.00	1,40,87,336	100.00

II. Shareholding Pattern:

Category	No. of Shares	%
Promoters	78,01,558	55.37
Mutual Funds / Unit Trust of India	1,812	0.01
Financial Institutions / Banks	2,638	0.02
Foreign Institutional Investors	11,097	0.08
Private Bodies Corporate	11,38,683	8.08
Non-resident Indians	91,599	0.66
Public	50,39,949	35.78
Total	1,40,87,336	100.00

Dematerialisation of shares and liquidity:

About 93.35 % of the paid-up capital of the Company was dematerialised as on 31st March, 2016. The Company has not issued any GDRs/ ADRs/ warrants or any convertible instruments.

Unclaimed Dividend:

Unclaimed dividend up to and for the year 2007-08 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, 2016 (Rs.)	Due date for transfer to IEPF
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
2014-15	16.09.2015	4,69,58,000	15,57,525	15.10.2022

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. Gujarat

- 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.
- Jasmour - Breeder Farm.
- Basti - Hatchery.
- Jagdishpur - Commercial Farms.
- Faizabad - Commercial Farms.
- Sangipur - Commercial Farms.
- Varanasi - Commercial Farms.
- Akbarpur - Commercial Farms.
- Partapgarh - Commercial Farms.
- Agra - Commercial Farms.

E. Haryana

- Sonapat - Breeder Farms and Hatchery.
- Panipat - Breeder Farms and Hatchery.
- Ambala - Breeder Farms, Hatchery, Poultry Feed, Commercial Farms.
- 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.
- Barnala - Commercial Farms.
- Patiala - 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.
- Sikar – Commercial Farms

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 REGULATION 34(3) READ WITH CLAUSE D OF SCHEDULE V TO SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015

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, 2016.

CERTIFICATE ON CORPORATE GOVERNANCE

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

I have examined the compliance of conditions of Corporate Governance by Venky's (India) Limited for the year ended 31st March, 2016 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges (April 1, 2015 to November 30, 2015) and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of the Listing Regulations (December 1, 2015 to March 31, 2016).

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to 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 explanation given to me and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations.

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

Pune
May 27, 2016

P. L. Shettigar
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 31.03.2016

[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 Sinhagad Road, Pune 411 030. Tel. No. : 020 - 24251530-41
- 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	01463	12.97%
2	Grown Up Commercial Broiler	01463	19.57%
3	Refined Oil	10402	11.44%
4	De-Oiled Cake for Poultry Feed	10406	33.29%

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				% change during the year
	demat	physical	Total	% of total shares	demat	physical	Total	% of total shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	409763	0	409763	4.35	614644	0	614644	4.35	50.00
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.	4791276	0	4791276	51.02	7186914	0	7186914	51.02	50.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	
f) Any Other....	0	0	0	0.00	0	0	0	0.00	
Sub-total (A) (1):-	5201039	0	5201039	55.38	7801558	0	7801558	55.38	50.00
(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):	0	0	0	0.00	0	0	0	0.00	
Total shareholding of Promoter	5201039	0	5201039	55.38	7801558	0	7801558	55.38	50.00
(A) = (A)(1)+(A)(2)									
Public Shareholding									
1. Institutions									
a) Mutual Funds	358991	758	359749	3.83	676	1136	1812	0.01	(99.50)
b) Banks / FI	1615	166	1781	0.02	2390	248	2638	0.02	48.11
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) FIIs	267534	1599	269133	2.87	8700	2397	11097	0.08	(95.87)
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
i) Others(foreign bank)	210	0	210	0.01	315	0	315	0.00	50.00
(i-1) NRIs / Banks	0	3133	3133	0.03	0	0	0	0.00	(100)
Sub-total (B)(1):-	628350	5656	634006	6.75	12081	3781	15862	0.11	
2. Non Institutions									
a) Bodies Corp.									
i) Indian	553093	3194	556287	5.92	1133834	4849	1138683	8.08	104.69
ii) Overseas	0	0	0	0.00	0	4699	4699	0.03	100.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1529620	568645	2098265	22.34	2030389	799907	2830296	20.09	34.89
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	719546	99153	818699	8.72	2035000	111529	2146529	15.24	162.18
c) Others(specify)									
(c-i) NRIs /OCBS	53822	8102	61924	0.66	79059	12225	91284	0.65	47.41
(c-ii) Clearing Member	21337	0	21337	0.23	58425	0	58425	0.41	63.47
(c-iii) Trust	0	0	0	0.00	0	0	0	0.00	
Sub-total (B)(2):-	2877418	679094	3556512	37.87	5336707	933209	6269916	44.51	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3505768	684750	4190518	44.62	5348788	936990	6285778	44.62	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	
Grand Total (A+B+C)	8706807	684750	9391557	100.00	13150346	936990	14087336	100.00	



Venky's (India) Limited

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end 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	482926	3.43	0.00	0.00
2.	Mr. B. Venkatesh Rao	44034	0.47	0.00	66051	0.47	0.00	0.00
3.	Mr. B. Balaji Rao	43778	0.47	0.00	65667	0.47	0.00	0.00
4.	M/s. Venkateshwara Hatcheries Private Limited	4791276	51.02	0.00	7186914	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.

S. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	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	3.43
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	1,60,975	NIL	1,60,975	NIL
	At the End of the year	4,82,926	3.43	4,82,926	3.43
2	Mr. B. Venkatesh Rao				
	At the beginning of the year	44,034	0.47	44,034	0.47
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	22,017	NIL	22,017	NIL
	At the End of the year	66,051	0.47	66,051	0.47
3	Mr. B. Balaji Rao				
	At the beginning of the year	43,778	0.47	43,778	0.47
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	21,889	NIL	21,889	NIL
	At the End of the year	65667	0.47	65667	0.47
4	Venkateshwara Hatcheries Private Limited				
	At the beginning of the year	4791276	51.02	4791276	51.02
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	2395638	NIL	2395638	NIL
	At the End of the year	7186914	51.02	7186914	51.02

(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 01.04.15 / 31.03.16	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Tasha Enterprises LLP	0	0	3-Apr-15	-	-	0	0
				26-Jun-15	43863	Purchase	43,863	0.31
				3-Jul-15	8153	Purchase	52,016	0.37
				10-Jul-15	48573	Purchase	100,589	0.71
				17-Jul-15	82799	Purchase	183,388	1.30
				24-Jul-15	42297	Purchase	225,685	1.60
				31-Jul-15	20941	Purchase	246,626	1.75
				7-Aug-15	60616	Purchase	307,242	2.18
				15-Jan-16	153621	Bonus	460,863	3.27
				22-Jan-16	-153621	Bonus	307,242	2.18
				18-Mar-16	153621	Bonus	460,863	3.27
				31-Mar-16	0	-	460,863	3.27
		460,863	3.27					
2	Deepak Bhagnani	0	0	3-Apr-15	-	-	0	0
				26-Jun-15	27273	Purchase	27,273	0.19
				10-Jul-15	62810	Purchase	90,083	0.64
				17-Jul-15	58410	Purchase	148,493	1.05
				24-Jul-15	37977	Purchase	186,470	1.32
				31-Jul-15	3000	Purchase	189,470	1.35
				7-Aug-15	18090	Purchase	207,560	1.47
				14-Aug-15	2300	Purchase	209,860	1.49
				28-Aug-15	2617	Purchase	212,477	1.51
				15-Jan-16	106238	Bonus	318,715	2.26
				22-Jan-16	-106238	Bonus	212,477	1.51
				5-Feb-16	900	Purchase	213,377	1.51
				12-Feb-16	328	Purchase	213,705	1.52
				4-Mar-16	11213	Purchase	224,918	1.60
				11-Mar-16	6491	Purchase	231,409	1.64
				18-Mar-16	110357	Purchase	341,766	2.43
				31-Mar-16	16990	Purchase	358,756	2.55
				31-Mar-16	0	-	358,756	2.55
		358,756	2.54					
3	Deepak Bhagnani	0	0	3-Apr-15	0	-	0	0
				26-Jun-15	4222	Purchase	4,222	0.03
				10-Jul-15	45806	Purchase	50,028	0.36
				17-Jul-15	11214	Purchase	61,242	0.43
				15-Jan-16	30621	Bonus	91,863	0.65
				22-Jan-16	-30621	Bonus	61,242	0.43
				19-Feb-16	3971	Purchase	65,213	0.46
				26-Feb-16	9721	Purchase	74,934	0.53
				18-Mar-16	115568	Purchase	190,502	1.35
				25-Mar-16	26390	Purchase	216,892	1.54
				31-Mar-16	18072	Purchase	234,964	1.67
				31-Mar-16	0	-	234,964	1.67
		234,964	1.67					
4	Kirti Bhagnani	0	0	3-Apr-15	0	-	0	0
				10-Jul-15	41369	Purchase	41,369	0.29
				17-Jul-15	78938	Purchase	120,307	0.85
				24-Jul-15	3273	Purchase	123,580	0.88
				15-Jan-16	61790	Bonus	185,370	1.32
				22-Jan-16	-61790	Bonus	123,580	0.88
				18-Mar-16	71382	Purchase	194,962	1.38
				31-Mar-16	790	Purchase	195,752	1.39
				31-Mar-16	0	-	195,752	1.39
		195,752	1.39					



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No.	Name	Shareholding		Dates	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at 01.04.15 / 31.03.16	% of total shares of the Company				No. of shares	% of total shares of the Company
5	Eadala Padmaja	81946	0.58	3-Apr-15	0	-	81,946	0.58
				30-Oct-15	-5000	Sale	76,946	0.55
				15-Jan-16	38473	Bonus	115,419	0.82
				22-Jan-16	-38473	Bonus	76,946	0.55
		115,419	0.82	18-Mar-16	38473	Bonus	115,419	0.82
				31-Mar-16	0	-	115,419	0.82
6	Srinivasa Hatcheries Limited	74,881	0.53	3-Apr-15	0	-		
				15-Jan-16	37440	Bonus	112,321	0.80
				22-Jan-16	-37440	Bonus	74,881	0.53
				18-Mar-16	37440	Bonus	112,321	0.80
		112,321	0.80	31-Mar-16	0	-	112,321	0.80
7	Roopa B. Rao	70,988	0.50	3-Apr-15	0	-	70,988	0.50
				15-Jan-16	35494	Bonus	106,482	0.76
				22-Jan-16	-35494	Bonus	70,988	0.50
				18-Mar-16	35494	Bonus	106,482	0.76
		106,482	0.76	31-Mar-16	0	-	106,482	0.76
8	Tasha Investment Advisors Private Limited	0	0	3-Apr-15	0	-	0	0
				19-Jun-15	784	Purchase	784	0.01
				26-Jun-15	2093	Purchase	2,877	0.02
				3-Jul-15	2155	Purchase	5,032	0.04
				25-Sep-15	31085	Purchase	36,117	0.26
				30-Sep-15	15304	Purchase	51,421	0.37
				2-Oct-15	13920	Purchase	65,341	0.46
				9-Oct-15	330	Purchase	65,671	0.47
				15-Jan-16	32835	Bonus	98,506	0.70
				22-Jan-16	-32835	Bonus	65,671	0.47
				18-Mar-16	32835	Bonus	98,506	0.70
				31-Mar-16	0	-	98,506	0.70
		98,506	0.70					
9	Anjul	52567	0.37	3-Apr-15	0	-	52567	0.37
				15-Jan-16	26283	Bonus	78,850	0.56
				22-Jan-16	-26283	Bonus	52,567	0.37
				18-Mar-16	26283	Bonus	78,850	0.56
		78,850	0.56	31-Mar-16	0	-	78,850	0.56
10	Kaushik Poddar	51,000	0.36	3-Apr-15	0	-	51,000	0.36
				15-Jan-16	25500	Bonus	76,500	0.54
				22-Jan-16	-25500	Bonus	51,000	0.36
				18-Mar-16	25500	Bonus	76,500	0.54
		76,500	0.54	31-Mar-16	0	-	76,500	0.54

(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	No. of shares
1	Mrs. Anuradha J. Desai			
	At the beginning of the year	3,21,951	3.43	3,21,951
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	1,60,975	NIL	1,60,975
	At the End of the year	4,82,926	3.43	4,82,926
2	Mr. B. Venkatesh Rao			
	At the beginning of the year	44,034	0.47	44,034
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	22,017	NIL	22,017
	At the End of the year	66,051	0.47	66,051
3	Mr. B. Balaji Rao			
	At the beginning of the year	43,778	0.47	43,778
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	21,889	NIL	21,889
	At the End of the year	65667	0.47	65667
4	Mr. Jitendra M. Desai			
	At the beginning of the year	20,053	0.21	20,053
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	10,026	NIL	10,026
	At the End of the year	30,079	0.21	30,079
5	Mr. C. Jagapati Rao			
	At the beginning of the year	14,248	0.15	14,248
	Increase in Share holding during the year due to issue of bonus shares on 18 th January 2016	7,124	NIL	7,124
	At the End of the year	21,372	0.15	21,372
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



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Sl. No.	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year No. of shares
		No. of shares	% of total shares of the company	
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
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 31/03/2016.

(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	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
Change in Indebtedness during the financial year-				
Addition-	8,825	NIL	NIL	8,825
Reduction	NIL	-10,342	NIL	-103,42
Net Change	8,825	-10,342	NIL	-1,517
Indebtedness at the end of the financial year				
i) Principal Amount	63,610	11,000	NIL	74,610
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	838	NIL	838
Total (i+ii+iii)	63,610	11,838	NIL	75,449

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/WTD/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	5.03	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)	31.75	30.91
	Ceiling as per the Act		151.28



Venky's (India) Limited

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	50,000	45,000	45,000	50,000	2,10,000
	● 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	15,000	13,500	13,500	15,000	63,000
	Total (1)	1,51,000	1,90,000	1,83,500	1,83,500	1,90,000	8,98,000
2	Non Executive Directors	Mrs. Anuradha J. Desai	Mr. B. Venkatesh Rao	Mr. Jitendra M. Desai	-	-	Total
	● Fee for attending board / committee meetings	1,10,000	1,00,000	1,30,000	-	-	3,40,000
	● 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.)	33,000	30,000	33,000	-	-	96,000
	Total (2)	2,68,000	2,55,000	2,88,000			8,11,000
	Total (B)=(1+2)						17,09,000
	Total Managerial Remuneration						17,09,000
	Overall Ceiling as per the Act						3,32,82,000

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	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission	
	- as % of profit	
	- others, specify...	00
5.	Others, please specify	0
	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		

For and on behalf of the Board of Directors

Anuradha J. Desai
Chairperson



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. 25.84 Crores

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : Rs.0.52 Crores.

The current CSR expenditures are Rs.0.60 Crores.

5. Details of CSR spent during the financial year.

- (a) Total amount to be spent for the financial year : Rs.0.60 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)	0.60	0.60	0.60	Through, Venkateshwara Charitable Foundation
	TOTAL			0.60	0.60	0.60	

*Give details of implementing agency.

Details of Implementing Agency:

Venkateshwara Charitable Trust 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.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report : Not Applicable
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

Pune
May 27, 2016

B. Venkatesh Rao
Chairman - CSR Committee

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 : 17.03

Non Executive Directors : 0.69

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

Independent Directors : 0.69

[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 and KMP as compared to the previous year.

3. The number of permanent employees on the role of Company as of 31st March, 2016 is 5,064.

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

Average increase in remuneration is 6% whereas for the F.Y. 2015-16 the profit after tax increased by 66.40% as compared to previous year.

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

The profit after tax increased by 66.40% as compared to previous year. There was no change in the remuneration of any KMP of the Company.

6. Other Details:

- a. Variation in market cap of the Company: Market cap of the Company as on 31st March 2015 was Rs.315 Crores (pre-bonus) and as at 31st March, 2016 was Rs.498.69 Crores (post bonus) showing a increase of Rs.183.69 Crores.

- b. PE Ratio as on 31st March 2015 = 16.84 (Pre – Bonus)

PE Ratio as on 31st March 2016 = 16.74 (Post – Bonus)

- 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 2016 : Rs.354.70

Public issue price : Rs.23

Increase : 1442.17%.

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 and KMP, whereas the average increase in remuneration of other employees was 6%.
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: 3.20.
10. Details of employee as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 : Mr. Benard Thomas appointed as Executive Chef by the Company from 6th April, 2016. Mr. Thomas receives remuneration of 72,720 Euros per year (Rs.79,19,230) as per the contract of employment. Mr. Thomas is 35 years old and holds a degree in Food Production from France with an experience in this field of more than 10 years. He was previously employed with Petit Journal, Paris.
11. 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

Pune
May 27, 2016.

Anuradha J. Desai
Chairperson



Annexure F

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[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, 2016 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, 2016 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015 effective from December 1, 2015
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from May 15, 2015);
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable during the audit period.)

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period.)
 - g) 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;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period) and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the audit period)
- (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 (Regulation) Act, Maharashtra 1963
 - Edible Oil Packaging Order, 1990
 - Factories Act, 1948
 - Local Gram Panchayat laws.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited and Bombay Stock Exchange Limited and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

I further report that adequate systems and processes are in place in the Company to monitor and ensure compliance with general laws like labour laws, finance laws and tax laws.

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.

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.



Venky's (India) Limited

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 there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except the following:

- The Company has issued and allotted 46,95,779 equity shares as bonus on 18th of January, 2016 to its existing shareholders, increasing the total issued and paid up shares to Rs.14,08,73,360 (Rupees Fourteen Crore Eight Lakh Seventy Three Thousand Three Hundred Sixty). The Company has complied with all the relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and other allied laws in this connection.

Pune
May 27, 2016

P. L. Shettigar
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, 2016 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 27, 2016

B. Balaji Rao
Managing Director

A.G. Bauskar
Chief Financial Officer



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, 2016, the Statement of Profit and Loss, 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 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 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 judgment, 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. 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, 2016, 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, 2016 ("the Order"), as amended 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**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose 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 written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- (g) 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 27, 2016

Ch. Soma Raju
Partner
Membership Number: 200354



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to 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, 2016, we report that:

i. In respect of 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.
- (c) Based on audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements of the Company and based on records produced to us and according to information and explanations provided by the management, the title deeds of immovable properties forming part of the fixed asset, are held in the name of the Company except for the cases mentioned below. As informed to us, registration of said property is in process.

(Rupees in Lacs)

Particulars	Total number of cases	Gross block as at 31 st March, 2016	Net block as at 31 st March, 2016	Remarks
Freehold Land and Building	2	1,673.03	1,639.04	-

- ii. As explained to us, the management has conducted physical verification of its inventory during the year. In our opinion, having regard to the size of the Company and nature of its business, the frequency of verification is reasonable. Based on records produced to us, 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:

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.

- (a) As per the information and explanation provided to us, the terms and conditions on which said loan is granted, are prima facie not pre-judicial to the interest of the Company.
 - (b) As per the said agreement, the loan and interest is repayable on demand. As informed to us, there has been no demand raised by the Company for its repayment of principal amount during the year. Accordingly, there has been no default in the repayment of principal amount of loan. The payment of interest has been regular during the year.
 - (c) As per information and explanation provided to us, there does not exist any overdue amount more than 90 days as at 31st March, 2016 in respect of principal amount of above loan as well as in respect of interest.
- iv. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with by 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 or any relevant provisions of the Companies Act, 2013 and the rules framed there under.
 - 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, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues applicable to it. As per the records of the Company, as at 31st March, 2016, the Company does not have any undisputed statutory dues which are outstanding 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, service tax, duty of custom, duty of excise, value added tax and cess as at 31st March, 2016 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
		188.45	2004-05	Sales Tax appellate tribunal, Mumbai
Customs Act, 1962	Duty of Custom	35.38	2006-07	Sales Tax appellate tribunal, West Bengal
		11.30	2015-16	Commissioner of Customs (General)

*net of amounts paid under protest

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution or bank.
- ix. On the basis of overall examination of the balance sheet of the Company and according to the information and explanations provided to us, we report that monies raised by way of term loans were applied for the purposes for which those were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument).

- x. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order are not applicable.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

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

Pune
May 27, 2016

Ch. Soma Raju
Partner
Membership Number: 200354



ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to our report of even date)

Re: Venky's (India) Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Venky's (India) Limited ("the Company")** as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial

reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal

financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were

operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Pune
May 27, 2016

Ch. Soma Raju
Partner
Membership Number: 200354



Venky's (India) Limited

Financial Statements

BALANCE SHEET AS AT 31ST MARCH, 2016

(Rupees in Lacs)

	Note Reference	As at 31 st March, 2016	As at 31 st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	1.1	1,408.74	939.16
Reserves and surplus	1.2	37,592.91	36,203.03
Capital grant and subsidies	1.3	10.35	-
(a)		<u>39,012.00</u>	<u>37,142.19</u>
NON-CURRENT LIABILITIES			
Long-term borrowings	2.1	25,432.85	24,612.08
Deferred tax liabilities (net)	2.2	2,682.11	2,455.60
Other long-term liabilities	2.3	183.60	180.22
Long-term provisions	2.4	741.30	709.96
(b)		<u>29,039.86</u>	<u>27,957.86</u>
CURRENT LIABILITIES			
Short-term borrowings	3.1	43,919.21	46,939.87
Trade payables	3.2	21,732.84	17,873.95
Other current liabilities	3.3	12,273.04	11,056.61
Short-term provisions	3.4	1,383.51	1,068.74
(c)		<u>79,308.60</u>	<u>76,939.17</u>
Total (a+b+c)		<u>147,360.46</u>	<u>142,039.22</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	4.1	46,053.41	46,309.85
Intangible assets	4.1	963.54	1,300.27
Capital work-in-progress		730.58	920.07
		<u>47,747.53</u>	<u>48,530.19</u>
Long-term loans and advances	4.2	12,568.63	13,787.03
Other non-current assets	4.3	2,941.20	2,498.28
(a)		<u>63,257.36</u>	<u>64,815.50</u>
CURRENT ASSETS			
Current investments	5.1	166.58	6,152.74
Inventories	5.2	21,393.85	21,083.20
Trade receivables	5.3	31,142.35	22,952.71
Cash and bank balances	5.4	20,344.91	18,797.53
Short-term loans and advances	5.5	8,853.60	7,823.85
Other current assets	5.6	2,201.81	413.69
(b)		<u>84,103.10</u>	<u>77,223.72</u>
Total (a+b)		<u>147,360.46</u>	<u>142,039.22</u>

Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements.

As per our 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 27, 2016

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 27, 2016

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, 2016

(Rupees in Lacs)

	Note Reference	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
REVENUES			
Revenue from operations (gross)	6.1		
Sale of products		204,665.03	167,593.59
Other operating revenues		7,720.32	5,643.33
		212,385.35	173,236.92
Less: Excise duty		199.07	156.34
Revenue from operations (net)		212,186.28	173,080.58
Other income	6.2	3,573.70	3,063.72
TOTAL REVENUES (I)		215,759.98	176,144.30
EXPENSES			
Cost of raw materials and packing materials consumed	7.1	153,356.28	120,685.25
Purchases of stock-in-trade	7.2	7,269.82	6,907.36
Changes in inventories of poultry for livestock breeding, finished goods, work-in-progress and stock-in-trade	7.3	(143.96)	(1,347.18)
Employee benefits expense	7.4	12,827.65	11,955.11
Finance costs	7.5	8,466.65	7,419.30
Depreciation and amortisation expense	4.1	3,305.04	3,214.59
Other expenses	7.6	26,062.69	24,631.16
TOTAL EXPENSES (II)		211,144.17	173,465.59
PROFIT BEFORE TAX, PRIOR PERIOD AND EXCEPTIONAL ITEMS (I-II)		4,615.81	2,678.71
Less: Prior period items (net)	7.7.2	4.08	62.23
PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS		4,611.73	2,616.48
Add: Exceptional Items	4.1	-	155.04
PROFIT BEFORE TAX		4,611.73	2,771.52
Less: Tax expense			
Current tax		1,400.00	570.00
Deferred tax		226.51	331.69
		1,626.51	901.69
PROFIT FOR THE YEAR		2,985.22	1,869.83
EARNINGS PER SHARE			
(Nominal value of share: Rs. 10/- per equity share; Previous year: Rs. 10/-) (Refer note no. 12(b))	12		
Basic		Rs. 21.19	Rs. 13.27
Diluted		Rs. 21.19	Rs. 13.27

Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements

As per our 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 27, 2016

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
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STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2016

(Rupees in Lacs)

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	4,611.73	2,771.52
Adjustments for:		
Depreciation/ Amortisation	3,305.04	3,214.59
Government grants written back during the year	(1.97)	-
Dividend income	-	(31.15)
Interest income	(2,440.84)	(2,305.69)
Finance cost	8,466.65	7,419.30
Loss/(Profit) on sale/discard of fixed assets (net)	52.30	(281.56)
Gain on sale of current investments (net)	(60.77)	(27.28)
Exceptional items	-	(155.04)
Provision for doubtful debts and advances	143.22	261.92
Provision for doubtful deposits	-	8.20
Operating profit before changes in assets and liabilities	14,075.36	10,874.81
Changes in assets and liabilities		
Inventories	(310.65)	(1,207.68)
Trade receivables	(8,272.05)	(6,519.71)
Loans & advances and other assets	(1,549.70)	(359.35)
Other bank balances	83.19	(1,318.42)
Liabilities and provisions	4,631.12	5,370.30
Cash generated from operations	8,657.27	6,839.95
Direct taxes paid	(610.28)	(917.81)
NET CASH GENERATED BY OPERATING ACTIVITIES	8,046.99	5,922.14
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of fixed assets	32.66	353.76
Payment towards capital expenditure	(2,290.25)	(13,396.57)
Purchase of investments in mutual funds	(5,208.24)	(25,281.21)
Disposal of investments in mutual funds	11,255.17	24,363.70
Intercompany deposits placed during the year	(22,908.00)	-
Intercompany deposits received back during the year	21,793.00	-
Interest received	2,438.83	2,644.92
Dividend received	-	31.15
NET CASH FROM / (USED IN) INVESTING ACTIVITIES	5,113.17	(11,284.25)



	(Rupees in Lacs)	
	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	8,944.71	4,463.76
Repayment of long-term borrowings	(8,412.95)	(2,839.78)
(Repayment of) / Proceeds from short-term borrowings (net)	(3,020.66)	11,340.72
Finance cost paid	(8,427.10)	(7,180.23)
Dividend paid (including dividend distribution tax)	(557.12)	(541.02)
Receipt of Government Grants	12.32	-
NET CASH (USED IN) / PROVIDED BY FINANCING ACTIVITIES	(11,460.80)	5,243.46
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	1,699.36	(118.65)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,224.51	2,343.16
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	3,923.87	2,224.51
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Balances with banks:		
in current accounts	2,054.30	1,371.55
debit balance in cash credit account	115.27	-
in deposit accounts with original maturity for less than 3 months	824.00	-
In unpaid dividend accounts*	86.52	78.46
Cheques, drafts on hand	548.93	568.22
Cash on hand	294.85	206.28
TOTAL CASH AND CASH EQUIVALENTS	3,923.87	2,224.51

* 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 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 27, 2016

For and on behalf of the Board of Directors of
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Vice Chairman

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Chief Financial Officer &
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation and presentation of financial statements

➤ Basis of accounting:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), on an accrual basis of accounting under the historical cost convention. The financial statements comply in all material respects with the Accounting Standards as specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies Act, 2013.

➤ Basis of presentation:

The Balance Sheet and the Statement of Profit and Loss, including related notes, are prepared and presented as per the requirements of Schedule III to the Companies Act, 2013. 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. Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements".

b. Use of estimates:

The preparation and presentation of financial statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses during the period.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognized prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known/materialize.

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.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 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 depreciable amount of a depreciable fixed asset is allocated on a systematic basis to each accounting period over the useful life of the asset. Management's estimate of useful life, which is duly supported by technical evidence, is as stipulated in Schedule II to the Companies Act, 2013.
- Depreciation is provided by following straight line method.
- The useful life is for the whole of the asset, except where cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part ("component") is determined separately and the depreciable amount of the said component is depreciated on a systematic basis to each accounting period during the useful life of the asset.
- In arriving at the depreciable amount, residual value in case of certain assets are considered to be 5% of the original cost, this estimate of residual value is duly supported by technical advice.
- Depreciation on assets acquired during the year is calculated on a pro-rata basis from the date of addition. Similarly, depreciation on assets sold, discarded, demolished or destroyed during the year is also calculated on a pro rata basis up to the date on which such asset has been sold, discarded, demolished or destroyed. Depreciable assets costing up to Rupees 5,000/- are depreciated fully in the year of acquisition.

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 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 hedge, 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



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 hedge, 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 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.
- Grants received against specific fixed assets are recognized in the statement of profit and loss on a systematic and rational basis over the remaining useful life of the 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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 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 segments 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.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- 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.
- 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, 2016	As at 31 st March, 2015
1.1 SHARE CAPITAL			
AUTHORISED			
15,000,000 (Previous year 11,000,000) equity shares of Rs.10/- each		1,500.00	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			
14,087,336 (Previous year 9,391,557) equity shares of Rs.10/- each fully paid-up		1,408.74	939.16
Total		1,408.74	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, 2016		As at 31 st March, 2015	
Equity Shares		Nos.	Amount	Nos.	Amount
Number of shares outstanding at the beginning of the year		9,391,557	939.16	9,391,557	939.16
Additions during the year					
Issue of bonus shares		4,695,779	469.58	-	-
Number of shares outstanding at the end of the year		14,087,336	1,408.74	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 Rupees 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, 2016		As at 31 st March, 2015	
Equity Shares		Nos.	Amount	Nos.	Amount
Holding company					
Venkateshwara Hatcheries Private Limited		7,186,914	718.69	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, 2016		As at 31 st March, 2015	
	Nos.	% of holding	Nos.	% of holding
Venkateshwara Hatcheries Private Limited	7,186,914	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, 2016 and 31st March, 2015.
- (f) The Company has allotted fully paid up 46,95,779 bonus shares during the year ranking pari passu with the existing shares in the Company without payment being received in cash.
- (g) The Company has neither allotted any shares as fully paid up pursuant to contracts without payments being received in cash nor bought back any shares for the period of five years immediately preceding 31st March, 2016 or 31st March, 2015.
- (h) The Company does not have any securities convertible into equity or preference shares as at 31st March, 2016 and 31st March, 2015.
- (i) The Board of Directors, in it's meeting on 27th May, 2016, proposed final dividend of Rupees 5 per equity share. The total dividend appropriation for the year ended 31st March, 2016 amounts to Rupees 847.76 lacs including dividend distribution tax of Rupees 143.39 lacs. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (j) For the year ended 31st March, 2015, 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, 2015 amounted to Rupees 565.18 lacs including dividend distribution tax of Rupees 95.60 lacs.
- (k) The Company does not have any unpaid calls.

		(Rupees in Lacs)	
		As at 31 st March, 2016	As at 31 st March, 2015
1.2 RESERVES AND SURPLUS			
Capital reserves			
Capital grants		97.78	97.78
Profit on reissue of forfeited shares		1.64	1.64
Amalgamation reserve		75.95	75.95
	(a)	<u>175.37</u>	<u>175.37</u>
Capital redemption reserve			
Opening balance		87.50	87.50
Less: Amount utilised for issuance of bonus shares		87.50	-
	(b)	<u>-</u>	<u>87.50</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2016	As at 31 st March, 2015
(Rupees in Lacs)		
Securities premium account		
Opening balance	223.19	223.19
Less: Amount utilised for issuance of bonus shares	223.19	-
(c)	<u>-</u>	<u>223.19</u>
Hedging reserve		
Opening balance	456.75	944.49
Additions/(deduction) during the year (net) ¹	(278.00)	(487.74)
(d)	<u>178.75</u>	<u>456.75</u>
General reserve		
Opening balance	30,989.72	29,444.11
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)
Amount utilised for issuance of Bonus shares	(158.88)	-
(e)	<u>32,830.84</u>	<u>30,989.72</u>
Surplus in the Statement of Profit and Loss		
Opening balance	4,270.49	4,965.85
Net profit for the year as per the Statement of Profit and Loss	2,985.22	1,869.83
Balance available for appropriations	7,255.71	6,835.68
Less: Appropriations		
Transferred to general reserve	2,000.00	2,000.00
Proposed dividend	704.37	469.58
Dividend distribution tax	143.39	95.60
Total appropriations	<u>2,847.76</u>	<u>2,565.18</u>
Net Surplus in the Statement of Profit and Loss (f)	<u>4,407.95</u>	<u>4,270.50</u>
Total (a+b+c+d+e+f)	<u><u>37,592.91</u></u>	<u><u>36,203.03</u></u>

Note:

- 1 As per valuation carried out by an independent valuer as at 31st March, 2016.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
1.3 CAPITAL GRANT AND SUBSIDIES		
Grant towards specific fixed assets		
From District Industries Centre, Kathua for specific fixed assets	12.32	-
Less: Transferred to Statement of Profit and Loss	1.97	-
Total	10.35	-
2.1 LONG TERM BORROWINGS		
Secured		
Term loans		
From banks		
Rupee loan	15,053.64	13,108.45
External commercial borrowings	15,637.55	16,146.96
	30,691.19	29,255.41
Less: Current maturities of term loans (Refer note no. 3.3)	5,258.75	4,644.50
(a)	25,432.44	24,610.91
Unsecured		
Deferred payment liabilities		
Sales tax deferral	1.17	1.93
Less: Current maturities of deferred payment liabilities (Refer note no. 3.3)	0.76	0.76
(b)	0.41	1.17
Total (a+b)	25,432.85	24,612.08

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

(i) Rupee loan-I (Secured) :

Rupee term loan from IDBI Bank Limited amounting to Rupees 2,777.77 lacs outstanding as at 31st March, 2016 (previous year Rupees 3,888.89 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 1st 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.

(ii) Rupee loan- II (Secured) :

Rupee term loan from State Bank of India amounting to Rs. 7,913.36 lacs outstanding as at 31st March, 2016 (previous year Rs. 5,000.00 lacs) 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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

hypothecation on moveable assets of the Company situated at Packaging Division, Gadapur, PO Jodhewal, Basti and hypothecation on moveable assets and mortgage of immovable properties situated at (a) Morwadi, Kikwi, Bhor, Pune. (b) AHP and Feed Mill, Osade, Velhe, Pune. (c) Sountli, PO Shahzadpur, Tehsil Naraingarh, District Ambala, State Haryana, (d) Patvi, Tehsil Naraingarh, District Ambala, State Haryana. (e) Dhamouli/Patheri, Tehsil Naraingarh, District Ambala, State Haryana. (f) Dikadala and Jorasi, Tehsil Samalakha, District Panipat, Haryana. (g) Larsauli, Tehsil Ganapur, District Sonapat, State Haryana. (h) Srini, Naugaon, Pargana Pachwa doon, District Dehradun, State Uttaranchal.

(iii) Rupee loan - III (Secured) :

Rupee term loan from IFCI Ltd amounting to Rupees 4,362.50 lacs outstanding as at 31st March, 2016 (previous year Rupees NIL) carries an interest rate of 0.8% above BR present effective rate 12.2% per annum with half yearly rests (including tenor premium). The loan is repayable in 7 equal half yearly installments starting from end of 24th month. The loan is secured by way of an exclusive first charge by way of hypothecation of borrower's all movable assets and mortgage over immovable properties situated at following locations: (a) IID center, Govindnagar, District Kathua (b) Village Lohagaon, Taluka Haveli, Pune (c) Village Khopodi, Taluka Daund, District Pune (d) Village Mogar and Village Vadod, Tal Anand, Gujrat. (e) Village Bhandgaon, Taluka Daund, District Pune. (f) Village Salumbre, Taluka Maval, District Pune. The loan is secured by a corporate guarantee by Venkateshwara Hatcheries Private Limited.

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

The Company has availed external commercial borrowings (ECB - I) from ICICI Bank Limited amounting to Rupees 8,908.40 lacs outstanding as at 31st March, 2016 (previous year Rupees 9,399.43 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 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, building 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.

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

The Company has availed external commercial borrowings (ECB - II) from ICICI Bank Limited amounting to Rupees 6,729.15 lacs outstanding as at 31st March, 2016 (previous year Rupees 6,747.53 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, Nanded property 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. Further, ECB- II is secured by an exclusive hypothecation of all future moveable assets of the company acquired/to be acquired from the loan facilities extended by the bank.

(vi) 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:



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(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 started from	30 th April, 2012	30 th April, 2013

* The above schemes are interest free.

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
2.2 DEFERRED TAX LIABILITIES (NET)		
Deferred tax liabilities		
Depreciation/Amortisation	3,476.25	3,172.68
(a)	3,476.25	3,172.68
Deferred tax assets		
Employee benefits	506.71	462.16
Provision for doubtful debts and advances	246.28	193.87
Others ²	41.15	61.05
(b)	794.14	717.08
Deferred tax liabilities (net)	2,682.11	2,455.60
Note:		
2 Deferred tax assets - others represent deferred tax asset in respect of items which are allowed under Income Tax Act, 1961 on a payment basis and capital grants received during the year.		
2.3 OTHER LONG-TERM LIABILITIES		
Others		
Security deposits	183.60	180.22
Total	183.60	180.22
2.4 LONG-TERM PROVISIONS		
Provision for employee benefits - Compensated absences	741.30	709.96
Total	741.30	709.96
3.1 SHORT TERM BORROWINGS		
Secured		
Loans repayable on demand		
From banks - Cash credit facilities	5,455.17	3,271.75
Others - from banks		
FCNR (B)	2,446.18	1,988.27
Short-term loans	25,017.86	20,269.89
Unsecured		
From banks - working capital facilities	11,000.00	17,996.96
Loans and advances from related parties	-	3,413.00
Total	43,919.21	46,939.87

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The details of securities :

(i) Loan repayable on demand - Cash Credit facilities:

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) FCNR (B) :

The short-term loan from ICICI Bank Limited in USD amounting to Rupees 2,446.18 lacs outstanding as at 31st March, 2016 (previous year Rupees 1,988.27 lacs) and cash credit facilities in Rupees amounting to balance Rupees (61.48) lacs outstanding as at 31st March, 2016 (previous year Rupees 374.68 lacs) 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 :

- (i) The short-term loans from State Bank of India, Industrial Development Bank of India and HDFC Bank amounting to Rupees 9,930.00 lacs (previous year Rupees 12,943.00 lacs) are secured by way of hypothecation of first charge on all current assets of the company on pari passu basis.
- (ii) The short-term loan from ICICI Bank Limited amounting to Rupees 7,500.00 lacs outstanding as at 31st March, 2016 (previous year Rupees 7,326.89 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.
- (iii) The short-term loan from Axis Bank Limited amounting to Rupees 5,949.86 lacs outstanding as at 31st March, 2016 (previous year Rupees 7500.00 lacs) is secured by an exclusive charge by way of hypothecation of plant and machinery and mortgage of land and buildings of the Mouje Kondiwade Taluka Maval Dist Pune and Mouje Bori Aindi Taluka Daund, District Pune
- (iv) The short-term loan from Kotak Mahendra Bank Limited amounting to Rupees 1,638.00 lacs outstanding as at 31st March, 2016 (previous year Rupees NIL) and the security for such loan is yet to be created as on 31st March, 2016.

(Rupees in Lacs)

3.2 TRADE PAYABLES

Dues to Micro and Small Enterprises³
Others

	As at 31 st March, 2016	As at 31 st March, 2015
	-	-
	<u>21,732.84</u>	<u>17,873.95</u>
Total	<u>21,732.84</u>	<u>17,873.95</u>

Notes:

- 3 Under Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd 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.



	(Rupees in Lacs)	
	As at 31 st March, 2016	As at 31 st March, 2015
3.3 OTHER CURRENT LIABILITIES		
Current maturities of long-term debt (Refer note no. 2.1)	5,259.51	4,645.26
Interest accrued but not due on borrowings	838.33	769.88
Advance from customers	2,075.40	1,899.10
Unclaimed dividends ⁴	86.52	78.46
Other payables		
Payable against capital goods	335.01	473.89
Other creditors	1,858.84	1,660.55
Statutory dues ⁵	465.94	350.00
Payable to employees	1,228.05	932.40
Bank overdrafts accounts	-	60.55
Security deposits	11.12	8.67
Payable to trade associations towards contributions	55.67	84.94
Deferred premium account (Net)	32.88	73.65
Other liabilities	25.77	19.26
Total	12,273.04	11,056.61
Notes:		
4 There are no amounts due and outstanding to be credited to Investors Education and Protection Fund as at 31 st March, 2016.		
5 Statutory dues as at 31 st March, 2016 include stamp duty payable of Rupees 88.49 lacs (Previous year Rupees 88.49 lacs) on land and buildings for which registration of title deed is yet to be executed.		
3.4 SHORT TERM PROVISIONS		
Provision for employee benefits		
Compensated absences	110.14	100.04
Gratuity	425.61	403.52
(a)	535.75	503.56
Others		
Proposed dividend	704.37	469.58
Dividend distribution tax	143.39	95.60
(b)	847.76	565.18
Total (a+b)	1,383.51	1,068.74

4.1 FIXED ASSETS

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Description	Gross Block			Depreciation / Amortisation			Net Carrying Value	
	As at 1 st April, 2015	Additions during the year	Adjustments ⁶	Deductions during the year	As at 31 st March, 2016	As at 1 st April, 2015	As at 31 st March, 2016	As at 31 st March, 2015
Tangible assets								
Freehold land ^{6, 8}	6,759.61	390.65	-	1.48	7,148.78	-	7,148.78	6,759.61
Leasehold land	345.55	-	-	-	345.55	-	345.55	345.55
Buildings ⁷	23,950.07	1,233.35	-	14.94	25,168.48	806.20	5,223.24	19,520.70
Plant and equipment	23,018.48	685.54	-	354.19	23,349.83	1,198.96	9,031.22	14,899.35
Furniture & fixtures	930.00	140.75	-	2.78	1,067.97	125.66	500.48	552.52
Vehicles	1,438.33	131.29	-	29.66	1,539.96	822.48	922.54	615.85
Office equipments	1,328.46	118.17	-	10.71	1,435.92	191.33	1,093.08	416.26
Electrical installation	5,342.79	96.79	-	26.56	5,413.02	516.66	2,645.54	3,200.01
(a)	63,113.29	2,796.54	-	440.32	65,469.51	2,968.02	19,416.10	46,053.41
Intangible assets								
Goodwill	1,584.68	-	-	-	1,584.68	316.94	633.88	1,267.74
Computer software	218.64	0.29	-	-	218.93	13.34	212.94	19.04
Technical know how	49.24	-	-	-	49.24	49.24	49.24	-
License cost	33.71	-	-	-	33.71	6.74	26.96	13.49
(b)	1,886.27	0.29	-	-	1,886.56	337.02	923.02	1,300.27
Total (a) + (b)	64,999.56	2,796.83	-	440.32	67,356.07	3,305.04	20,339.12	47,016.95
Previous Year	57,468.92	7,734.08	213.83	417.27	64,999.56	3,214.59	17,389.44	47,610.12

Notes:

- 6 This represent additions in connection with or on account of capitalisation of borrowing costs as part of qualifying asset.
- 7 Gross block includes land and buildings of Rupees 1098.66 lacs and Rupees 540.37 lacs respectively for which title deed is yet to be executed as at 31 March, 2016.
- 8 Includes freehold land having a book value of Rupees 98.68 lacs is jointly owned by the company with the ownership right to the extent of twenty five percent.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

4.1 FIXED ASSETS (Contd.)

(Rupees in Lacs)

9. Include assets given on operating lease :

Description	Gross Block		Depreciation / Amortization		Net Carrying Value	
	As at 1 st April, 2015	As at 31 st March, 2016	As at 1 st April, 2015	For the year	As at 31 st March, 2016	As at 31 st March, 2015
Buildings	786.89	786.14	341.60	19.47	425.35	445.29
Plant and equipment	593.24	570.56	312.45	21.38	259.36	280.79
Furniture and fixtures	16.78	16.52	16.70	0.01	0.07	0.09
Vehicles	4.01	4.00	4.01	-	0.00	0.00
Office equipments	16.77	16.77	16.27	0.13	0.37	0.50
Electrical installations	168.21	164.42	93.10	20.71	54.40	75.11
Total	1,585.90	1,558.41	784.13	61.70	739.55	801.78

¹⁰ Adjustments represents lease entered into/(cancelled) during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
4.2 LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good except as otherwise stated)		
Capital advances*		
Considered good	10,337.63	10,804.41
Considered doubtful	10.81	-
	<u>10,348.44</u>	<u>10,804.41</u>
Less: Provision for doubtful advances	10.81	-
	<u>10,337.63</u>	<u>10,804.41</u>
Security deposits**		
Considered good	770.53	682.66
Considered doubtful	8.20	8.20
	<u>778.73</u>	<u>690.86</u>
Less: Provision for doubtful deposits	8.20	8.20
	<u>770.53</u>	<u>682.66</u>
Other loans and advances		
Loans and advances to employees	50.05	58.22
Payments under protest	529.97	509.80
Balances with Government authorities	19.07	80.84
Taxes paid (net of provisions for taxes)	861.38	1,651.10
Total	<u><u>12,568.63</u></u>	<u><u>13,787.03</u></u>
* Capital advances includes		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	10,100.00	10,100.00
** Include deposits to		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	140.68	140.68
4.3 OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Balances with banks held as margin money against guarantees ¹¹	15.79	4.63
Other bank deposits	57.63	-
Interest accrued but not due	3.79	-
Derivative asset ¹²	2,863.99	2,493.65
Total	<u><u>2,941.20</u></u>	<u><u>2,498.28</u></u>

Notes:

11 Represents restricted bank balances against guarantees.

12 As per valuation carried out by an independent valuer as at 31st March 2016.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

5.1 CURRENT INVESTMENTS

As at 31 st March, 2016 (No. of Units)	As at 31 st March, 2015 (No. of Units)		As at 31 st March, 2016	As at 31 st March, 2015
UNQUOTED INVESTMENTS IN MUTUAL FUNDS (Units of face value of Rupees 10/- each, unless otherwise stated)				
HDFC Mutual Fund				
67,320	-	HDFC Cash Management Fund - TAP -Growth	21.03	-
-	3,299,261	HDFC Liquid Fund - Growth	-	909.39
779	-	HDFC Liquid Fund - Growth (Units of face value of Rupees 1,000/- each)	23.11	-
DSP Black Rock Mutual Fund				
3,875	1,689	DSP Black Rock Money Manager Fund Regular - Growth (Units of face value of Rupees 1,000/- each)	78.36	31.71
Birla Sun Life Mutual Fund				
15,479	35,098	Birla Sun Life Savings Fund - Growth - Regular Plan (Units of face value of Rupees 100/- each)	44.08	94.21
L&T Mutual Fund				
-	519,501	L & T Ultra Short Term Loan Fund - Growth	-	117.43
SBI Magnum Insta Cash Funds				
-	161,872	SBI Income Fund (Units of face value of Rupees 1000/- each)	-	5,000.00
Total			166.58	6,152.74
Aggregate amount of unquoted investments			166.58	6,152.74
Aggregate provision made for diminution in value of investments			-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
5.2 INVENTORIES		
Poultry for livestock breeding	6,598.96	6,058.96
Raw materials and packing materials	7,271.54	7,052.42
Raw material in transit	169.28	127.97
Work-in-Progress	4,800.09	4,789.21
Finished goods	1,275.84	2,023.51
Stock-in-trade	706.37	365.62
Stores and spares	571.77	665.51
Total	21,393.85	21,083.20
5.3 TRADE RECEIVABLES (Unsecured, considered good*)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	2,561.08	1,621.47
Considered doubtful	642.61	560.20
	3,203.69	2,181.67
Less: Provision for doubtful debts	642.61	560.20
(a)	2,561.08	1,621.47
Other debts	28,581.27	21,331.24
Total (a+b)	31,142.35	22,952.71
* Include dues from		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	20,245.22	14,333.17
- Eastern Hatcheries Private Limited	486.03	254.52
- Bala Industries & Entertainment Private Limited	692.25	581.51
- Uttara Foods & Feeds Private Limited	3,086.72	2,196.73
(b) Firms in which some of the directors of the Company are partners		
- Venkateshwara Foods and Feeds	1,463.23	1,309.88



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
5.4 CASH AND BANK BALANCES		
Cash and cash equivalents		
Balances with banks in:		
- Current accounts	2,054.30	1,371.55
- debit balance in cash credit account	115.27	-
- Deposit accounts with original maturity of less than three months	824.00	-
- Unclaimed dividend accounts ¹³	86.52	78.46
Cheques, drafts on hand	548.93	568.22
Cash on hand	294.85	206.28
(a)	3,923.87	2,224.51
Other bank balances		
Bank deposits ¹⁴	16,418.94	16,435.22
Balances with banks held as margin money against guarantees	2.10	137.80
(b)	16,421.04	16,573.02
Total (a+b)	20,344.91	18,797.53
Notes:		
13 Represents restricted bank balances on account of unclaimed dividends.		
14 Bank deposits represents restricted bank balances amounting to Rupees 14,817.83 lacs (previous year Rupees 15,383.00 lacs) marked as lien for loan taken by group companies.		
5.5 SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good except as otherwise stated)		
Other loans and advances		
Inter-corporate loans	7,145.00	7,145.00
Inter-corporate deposits	1,115.00	-
Loans and advances to employees	184.29	151.31
Advances to suppliers		
Considered good	218.27	257.75
Considered doubtful	50.00	-
	268.27	257.75
Less: Provision for doubtful advances	50.00	-
	218.27	257.75
Prepayments	165.96	174.99
Security deposits	8.26	84.49
Balances with Government authorities	16.82	10.31
Total	8,853.60	7,823.85
* Inter Corporate Deposits includes		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	1,115.00	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	As at 31 st March, 2016	As at 31 st March, 2015
5.6 OTHER CURRENT ASSETS (Unsecured, considered good)		
Interest accrued but not due	344.48	346.26
Other receivables	1,857.33	67.43
Total	2,201.81	413.69
* Other receivables includes		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	1,473.75	-
5.7 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)		
Contingent liabilities¹⁵		
Claims against the company not acknowledged as debt;		
Income-tax matters in dispute	87.03	87.03
Sales tax demands in dispute	370.76	375.19
Excise duty demands in dispute	412.09	320.56
Electricity demands in dispute	252.48	252.48
Labour wages in dispute	44.93	2.70
Service tax demands in dispute	-	64.90
Customs duty in dispute	11.30	-
Others demands in dispute	31.25	31.25
Notes:		
15 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.		
Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	2,973.35	3,294.33
(ii) Other commitments	—	—



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(iii) Hedge agreement to buy (US\$)

	2015-16 In Lacs (US\$)	2014-15 In Lacs (US\$)	2015-16 (Rupees in Lacs)	2014-15 (Rupees in Lacs)
External commercial borrowings - I				
Hedge of external commercial borrowings principal repayment	134.46	150.41	8,908.40	9,399.43
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	122.24	136.74	8,098.54	8,544.94
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	12.22	13.67	809.85	854.49
External commercial borrowings - II				
Hedge of external commercial borrowings principal repayment	101.57	107.97	6,729.15	6,747.53
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	101.57	107.97	6,729.15	6,747.53
Short term borrowings				
Hedge of short term borrowings principal repayment	36.92	31.82	2,446.18	1,988.21

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

				(Rupees in Lacs)	
		For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
6.1 REVENUE FROM OPERATIONS					
	Unit ¹⁶	Quantity ¹⁶	Amount	Quantity ¹⁶	Amount
Sale of products					
Day old commercial chicks	Nos.	112,513,251	27,514.69	107,300,522	26,010.68
S.P.F. eggs	Nos.	8,236,253	5,055.17	7,793,097	4,241.26
Grownup commercial broiler	Kgs.	62,655,823	41,527.92	59,169,409	38,592.93
Grownup commercial layer	Nos.	597,775	1,088.84	714,841	1,364.66
Processed chicken	Kgs.	4,719,181	11,644.74	7,515,110	16,051.49
Animal health products					
Powder	M.T.	5,563	10,996.53	5,264	10,493.37
Liquid	K.L.	1,936	2,554.92	1,977	2,580.82
Poultry feed	M.T.	38,089	9,195.13	34,741	8,065.43
Refined oil	M.T.	40,907	24,264.81	26,791	16,457.17
De-oiled cake for poultry feed	M.T.	194,877	70,644.79	124,091	43,587.19
Packaging products	Nos.	574,137	177.49	490,221	148.59
	(a)		204,665.03		167,593.59
Other operating revenues					
Grown up parents			422.34		164.04
Hatching eggs			755.15		695.22
Culls			2,213.63		2,009.21
By-products			3,045.10		2,173.59
Miscellaneous			1,284.10		601.27
	(b)		7,720.32		5,643.33
Total (a+b)			212,385.35		173,236.92

Note:

16 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, 2016	For the year ended 31 st March, 2015
6.2 OTHER INCOME		
Interest income	2,440.84	2,305.69
Dividend income from current investments	-	31.15
Gain on sale of current investments (net)	60.77	27.28
Other non-operating income (net)		
Rent	225.00	187.92
Miscellaneous income	847.09	511.68
Total	3,573.70	3,063.72

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	7,052.42	7,315.32
Add: Purchases (net of returns)	153,575.40	120,422.35
	160,627.82	127,737.67
Less: Inventories at the end of the year	7,271.54	7,052.42
Total	153,356.28	120,685.25

b. Break up of raw materials and packing materials consumed under broad heads

		For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
	Unit ¹⁷	Quantity ¹⁷	Amount	Quantity ¹⁷	Amount
Feed and feed ingredients	M.T.	214,034	46,232.74	217,003	44,379.66
Breeder S.P.F. eggs	Nos.	3,400	136.89	7,000	254.88
Oilseeds	M.T.	241,085	89,769.54	159,724	58,968.32
AHP ingredients		Numerous	4,633.51	Numerous	5,114.09
Other raw materials		Numerous	9,974.05	Numerous	9,450.86
Packing materials		Numerous	2,609.55	Numerous	2,517.44
Total			153,356.28		120,685.25

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

		For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
	Unit ¹⁷	Quantity ¹⁷	Amount	Quantity ¹⁷	Amount
7.2 PURCHASES OF STOCK-IN-TRADE					
Day old commercial chicks	Nos.	14,144,962	2,453.75	12,266,859	2,152.56
Processed chicken	Kgs.	70,912	161.60	159,913	356.23
Animal health products					
Powder	M.T.	4,053	4,503.66	3,645	3,993.63
Liquid	K.L.	5	6.65	24	78.90
Others		Numerous	144.16	Numerous	326.04
	Total		7,269.82		6,907.36

Note :

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

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
7.3 CHANGES IN INVENTORIES OF POULTRY FOR LIVESTOCK BREEDING, FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
a. Changes in inventories		
Inventories at the beginning 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
Less: Inventories at the end of the year		
Poultry for livestock breeding	6,598.96	6,058.96
Finished goods	1,275.84	2,023.51
Work in progress	4,800.09	4,789.21
Stock in trade	706.37	365.62
	13,381.26	13,237.30
Total	(143.96)	(1,347.18)



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

b. Break-up of inventory under broad heads

	2015-2016		2014-2015	
	Closing Inventory	Opening Inventory	Closing Inventory	Opening Inventory
Poultry for livestock breeding				
Broiler and layer breeder birds	6,316.60	5,626.41	5,626.41	5,112.91
SPF breeder birds	282.36	432.55	432.55	433.45
(a)	6,598.96	6,058.96	6,058.96	5,546.36
Finished goods				
Processed chicken	544.69	498.99	498.99	375.28
Refined oil	44.18	268.81	268.81	130.75
Animal health products				
Powder	319.25	581.99	581.99	489.38
Liquid	171.99	191.85	191.85	200.48
Poultry feed	109.78	151.36	151.36	139.77
De-oiled cake for poultry feed	1.73	217.37	217.37	28.24
S.P.F. eggs	26.69	35.54	35.54	27.96
Packaging Products	3.35	1.66	1.66	-
Miscellaneous	54.18	75.94	75.94	27.87
(b)	1,275.84	2,023.51	2,023.51	1,419.73
Work in progress				
Hatching eggs	1,918.32	1,892.42	1,892.42	1,788.19
Crude oil	202.00	338.98	338.98	372.40
Processed chicken	6.00	43.16	43.16	44.22
Commercial broiler in growing	2,327.15	2,299.48	2,299.48	2,302.76
Commercial layer in growing	339.51	210.96	210.96	135.70
Packaging Material	7.11	4.21	4.21	-
(c)	4,800.09	4,789.21	4,789.21	4,643.27
Stock in trade				
Animal health products				
Powder	699.09	356.09	356.09	262.86
Liquid	5.92	0.86	0.86	17.90
Poultry Equipments	1.36	8.67	8.67	-
(d)	706.37	365.62	365.62	280.76
Total (a+b+c+d)	13,381.26	13,237.30	13,237.30	11,890.12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
7.4 EMPLOYEE BENEFITS EXPENSE			
Salaries and wages (Including gratuity, bonus and compensated absences)		11,398.55	10,633.57
Contribution to provident and other funds		761.35	688.86
Staff welfare expenses		667.75	632.68
Total		<u>12,827.65</u>	<u>11,955.11</u>
7.5 FINANCE COSTS			
Interest expense		7,966.39	7,239.75
Other borrowing costs		500.26	313.21
		8,466.65	7,552.96
Less: Capitalised during the year		-	133.66
Total		<u>8,466.65</u>	<u>7,419.30</u>
7.6 OTHER EXPENSES			
Chicks / grownup birds purchased		2,172.06	2,352.32
Consumption of stores, spares and other supplies		1,558.88	1,441.65
Bird rearing and custom hatching charges		3,645.07	3,514.38
Power and fuel		6,291.53	5,485.30
Rent		810.65	757.63
Repairs to:			
Building		401.12	400.80
Machinery		852.84	867.86
Others		312.56	308.78
		1,566.52	1,577.44
Insurance		135.48	114.85
Rates and taxes		664.99	408.59
Carriage outward (net)		2,181.94	2,311.05
Travelling and conveyance		1,559.28	1,774.99
Advertisement and publicity		364.32	437.86
Loss/(Profit) on fixed assets sold / discarded (net)		52.30	(281.56)
Loss on foreign currency translation and transaction (net)		4.27	66.17
Provision for doubtful debts & advances		143.22	269.92
CSR expenses ¹⁸		60.00	70.00
Miscellaneous expenses		4,852.18	4,330.57
Total		<u>26,062.69</u>	<u>24,631.16</u>
Notes:			
18 Details of CSR expenses:			
(a) Gross amount required to be spent		51.68	66.58
(b) Amount spent during the year:			
For promoting education and medical facilities		60.00	70.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
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	44.38	42.26
Audit under the Income-tax Act, 1961	21.78	19.80
Taxation matters	3.38	6.00
Other services	19.74	20.85
Reimbursement of expenses	4.46	4.44
Total	93.74	93.35
7.7.2 PRIOR PERIOD ITEMS (NET)		
Employee benefits expense	(1.09)	0.39
Power and fuel	-	4.68
Repairs	1.22	8.58
Rent	-	0.03
Rates and taxes	(11.07)	11.70
Carriage outward (net)	4.21	0.46
Travelling & conveyance	2.85	3.06
Advertisement and publicity	1.16	8.86
Miscellaneous expenses (net)	6.80	24.47
Total	4.08	62.23
7.7.3 CIF VALUE OF IMPORTS		
Raw materials / trading goods	5,136.26	4,995.08
Capital goods	16.63	9.98
Stores & spares	25.94	43.11
Packing materials	12.74	30.45
Total	5,191.57	5,078.62

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
7.7.4 EXPENDITURE IN FOREIGN CURRENCY		
Travelling expenses (net of recovery)	228.23	441.13
Finance cost	839.89	655.90
Miscellaneous expenses	217.06	256.72
Total	1,285.18	1,353.75

7.7.5 VALUE OF IMPORTED AND INDIGENOUS GOODS CONSUMED

Particulars	2015-2016		2014-2015	
	(Rupees in Lacs)	% of total consumption	(Rupees in Lacs)	% of total consumption
Raw materials & packing materials				
Imported	1,739.73	1.13%	2,014.11	1.67%
Indigenous	151,616.55	98.87%	118,671.14	98.33%
Total	153,356.28	100.00%	120,685.25	100.00%
Stores, spares & other supplies				
Imported	32.70	2.10%	53.75	3.73%
Indigenous	1,526.18	97.90%	1,387.90	96.27%
Total	1,558.88	100.00%	1,441.65	100.00%

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
7.7.6 EARNINGS IN FOREIGN EXCHANGE		
F.O.B. value of exports (SPF Eggs & Hatching Eggs)	518.25	213.25

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 :

	2015-2016		2014-2015	
	Exposure	Mark to market value	Exposure	Mark to market value
For Hedging foreign currency risk				
Currency Swaps	8,908.40	9,700.52	9,399.43	10,616.74
Currency Option	6,729.15	6,981.90	6,747.53	7,677.78
Short term borrowings	2,446.18	2,564.63	1,988.21	2,058.37

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

	2015-2016		2014-2015	
	(Foreign Currency in Lacs)	(Rupees in Lacs)	(Foreign Currency in Lacs)	(Rupees in Lacs)
(i) Trade payables				
In US\$	1.27	84.78	7.90	498.08
In Euro	-	-	0.93	63.94
In GBP	0.07	6.68	0.07	6.53
In AED	1.15	21.42	-	-
(ii) Advance from customers				
In AED	1.15	21.01	0.12	1.95
In US\$	0.24	16.33	0.16	10.17

8 EMPLOYEE BENEFITS

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

	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Provident fund scheme	656.82	585.69
Superannuation scheme	48.06	49.69
State insurance scheme	41.19	38.52
Total	746.07	673.90

- (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

(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.

(Rupees in Lacs)

(c) Defined benefit plans / compensated absences - as per actuarial valuation carried out by an independent actuary as at 31st March, 2016

	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2015-16	2014-15	2015-16	2014-15
I	Change in defined benefit obligation				
	Liability at the beginning of the year	2,728.46	2,092.34	810.00	652.77
	Interest cost	208.50	185.89	56.72	53.65
	Current service cost	247.21	229.33	126.01	116.90
	Benefits paid	(110.80)	(143.64)	(165.61)	(139.27)
	Actuarial (gain)/loss on obligation	(74.58)	364.54	24.32	125.95
	Liability at the end of the year	2,998.79	2,728.46	851.44	810.00
II	Change in plan assets				
	Fair value of plan assets at the beginning of the year	2,324.94	2,078.02	-	-
	Expected return on plan assets	201.76	186.48	-	-
	Contributions by employers	105.06	-	-	-
	Benefits paid	(7.59)	(11.99)	-	-
	Actuarial gain/(loss) on plan assets	(50.99)	72.43	-	-
	Fair value of plan assets at the end of the year	2,573.18	2,324.94	-	-
	Total actuarial (gain)/loss to be recognized	(23.60)	292.11	24.32	125.95
III	Actual return on plan assets				
	Expected return on plan assets	201.76	186.48	-	-
	Actuarial gain/(loss) on plan assets	(50.99)	72.43	-	-
	Actual return on plan assets	150.77	258.91	-	-
IV	Amount recognized in the balance sheet				
	Liability at the end of the year	2,998.79	2,728.46	851.44	810.00
	Fair value of plan assets at the end of the year	2,573.18	2,324.94	-	-
	Amount recognized in the balance sheet	425.61	403.52	851.44	810.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2015-16	2014-15	2015-16	2014-15
V	Expenses recognized in the statement of profit and loss for the year				
	Current service cost	247.21	229.33	126.01	116.90
	Interest cost	208.50	185.89	56.72	53.65
	Expected return on plan assets	(201.76)	(186.48)	-	-
	Net actuarial (gain)/loss to be recognized	(23.60)	292.11	24.32	125.95
	Expenses recognized in statement of P & L	230.35	520.85	207.05	296.50
VI	Amount recognized in the balance sheet				
	Opening net liability	403.52	14.32	810.00	652.77
	Expenses as above	230.35	520.85	207.05	296.50
	Contributions by employers/benefits paid	(208.26)	(131.65)	(165.61)	(139.27)
	Amount recognized in the balance sheet	425.61	403.52	851.44	810.00
VII	Actuarial assumptions for the year				
	Discount factor	8.10%	7.80%	8.10%	7.80%
	Rate of return on plan assets	8.50%	9.00%	NA	NA
	Interest rate	8.10%	7.80%	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, 2016	31 st March, 2015
Debentures / Bonds	54.37	40.93
Government securities	40.17	51.78
Deposit with banks	0.63	-
Others	4.83	7.29
Total	100.00	100.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

(f) Experience History

Particulars	31 st March, 2016	31 st March, 2015	31 st March, 2014	31 st March, 2013	31 st March, 2012
Present value of obligation	2,998.79	2,728.46	2,092.34	1,845.59	1,462.32
Fair value of plan assets	2,573.18	2,324.94	2,078.02	1,599.86	1,322.65
Surplus / (Deficit) in the plan	(425.61)	(403.52)	(14.32)	(245.73)	(139.67)
Experience adjustment					
On plan liabilities - (gain)/loss	18.05	7.01	22.59	60.54	57.64
On plan assets - (gain)/loss	39.12	(72.42)	32.30	(17.64)	(4.23)

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 chicken, S.P.F. eggs, poultry feed and other miscellaneous poultry products. The 'Animal Health Products' segment 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 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	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
REVENUE										
Revenue from Operations	101,789.96	99,262.23	13,469.19	12,955.43	96,927.13	60,862.92	-	-	212,186.28	173,080.58
Inter-segment Sales	-		1,578.49	1,204.94	2,886.15	2,500.87	4,464.64	3,705.81	-	-
Total Revenue	101,789.96	99,262.23	15,047.68	14,160.37	99,813.28	63,363.79	4,464.64	3,705.81	212,186.28	173,080.58
RESULT										
Segment Result	6,510.37	7,542.35	2,625.74	2,131.25	4,286.10	1,429.61	-	-	13,422.21	11,103.21
Unallocated Corporate Expenses									343.83	912.39
Operating Profit									13,078.38	10,190.82
Interest Expense									8,466.65	7,419.30
Income Taxes									1,626.51	901.69
Profit from Ordinary Activities									2,985.22	1,869.83
Net Profit									2,985.22	1,869.83
OTHER INFORMATION										
Segment Assets	63,890.27	64,530.86	7,146.62	6,750.08	32,762.48	24,368.64	-	-	103,799.37	95,649.58
Unallocated corporate assets									43,561.09	46,389.64
Total Assets									147,360.46	142,039.22
Segment Liabilities	20,242.02	17,456.77	2,463.20	2,229.22	5,881.89	4,372.38	-	-	28,587.11	24,058.37
Unallocated Corporate Liabilities									79,761.35	80,838.66
Total Liabilities									108,348.46	104,897.03
Capital Expenditure										
Unallocated Corporate Capital Expenditure	1,798.09	3,009.58	110.76	62.86	184.14	2,236.76	-	-	2,092.98	5,309.20
Total Capital Expenditures									58.38	8,099.76
									2,151.35	13,408.96

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Currency : Indian Rupee)		(Rupees in Lacs)					
Particulars	Poultry & Poultry Products	Animal Health Products		Oilseed		Elimination	Total
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16
Depreciation/amortisation	2,815.39	2,957.07	95.20	118.05	114.87	-	3,155.00
Unallocable Corporate Depreciation/amortisation							179.64
Non-Cash Expenses other than depreciation	20.55	187.71	74.24	72.64	1.57	-	261.92
Unallocable Non-cash Expenses other than depreciation							50.00
							-

B. Secondary Segment Information: Geographical segments

Particulars	India		Outside India		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Revenue By Geographical Market						
External	211,637.76	172,847.40	548.52	233.18	212,186.28	173,080.58
Inter Segment	-	-	-	-	-	-
Total	211,637.76	172,847.40	548.52	233.18	212,186.28	173,080.58
Carrying amount of Segment Assets	147,360.46	142,039.22	-	-	147,360.46	142,039.22
Addition to Fixed Assets	2,796.83	-	-	-	2,796.83	-

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

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)
- 8 Wayward Acres Inc.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

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

Sr. No.	Transactions	2015-16	2014-15
1	Remuneration		
	Salary	20.00	20.00
	Contribution to provident and other funds	3.72	3.72
	Perquisites	5.03	4.19
		28.75	27.91
2	Commission	6.75	6.75
3	Sitting fees	4.42	2.45
4	Rent paid (expense)	3.60	3.60
	Total	43.52	40.71

b. BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2015-16	2014-15
	Remuneration		
1	Mr. B. Balaji Rao	28.75	27.91
	Total	28.75	27.91
	Commission		
1	Mrs. Anuradha J. Desai	1.25	1.25
2	Mr. B. Venkatesh Rao	1.25	1.25
3	Mr. B. Balaji Rao	3.00	3.00
4	Mr. Jitendra M. Desai	1.25	1.25
	Total	6.75	6.75
	Sitting fees		
1	Mrs. Anuradha J. Desai	1.43	1.00
2	Mr. B. Venkatesh Rao	1.30	0.25
3	Mr. Jitendra M. Desai	1.69	1.20
	Total	4.42	2.45
	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	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Purchase of materials / finished goods	3,016.74	3,016.67	5.21	5.47	9,603.94	8,937.07	12,625.89	11,959.21
2	Sale of materials / finished goods	63,345.22	42,949.89	2,931.43	2,452.25	13,082.34	11,645.97	79,358.99	57,048.11
3	Purchase of fixed assets	-	13.39	4.96	401.71	3.35	27.15	8.31	442.25
4	Sale of fixed assets	2.40	79.77	-	5.22	-	0.85	2.40	85.84
5	Service charges / expences recharged to other companies (income)	618.54	390.96	-	2.42	26.41	46.38	644.95	439.76
6	Service charges / expenses recharged by other companies (expense)	382.11	350.48	0.54	47.94	40.21	18.35	422.86	416.77
7	Custom hatching charges / testing charges / processing charges (income)	-	-	-	-	36.95	0.83	36.95	0.83
8	Custom hatching charges / testing charges / processing charges (expense)	-	-	-	-	0.20	-	0.20	-
9	Cash Discount	31.39	-	-	-	-	-	31.39	-
10	Repairs and maintainance expenses	-	-	82.88	24.79	-	-	82.88	24.79
11	Consignment sales commission (paid)	-	-	-	8.74	-	-	-	8.74
12	Rent (income)	220.65	183.65	-	-	4.34	4.34	224.99	187.99
13	Rent (expense)	27.03	27.77	-	-	3.18	-	30.21	27.77
14	Contributions to trade associations	-	-	-	-	116.29	108.20	116.29	108.20
15	Interest income on inter-corporate deposit	107.93	-	-	-	-	-	107.93	-
16	Interest income on accounts receivable	98.36	-	-	-	-	-	98.36	-
17	Interest expense on inter-corporate loan	-	-	-	-	233.18	256.32	233.18	256.32
18	Deposit from Lessee repaid	0.45	-	-	-	-	-	0.45	-
19	Capital Advances given	-	8,000.00	-	-	-	-	-	8,000.00
20	Inter-corporate deposit placed	22,908.00	-	-	-	-	-	22,908.00	-
21	Inter-corporate deposit refunded	21,793.00	-	-	-	-	-	21,793.00	-
22	Inter-corporate loan taken	-	-	-	-	2,210.00	5,350.00	2,210.00	5,350.00
23	Inter-corporate loan repaid	-	-	-	-	5,623.00	1,937.00	5,623.00	1,937.00
24	Collateral security given	21.58	2,800.00	-	-	-	-	21.58	2,800.00
25	Collateral security redeemed during the year	98.75	-	-	-	1,488.00	-	1,586.75	-
26	Commission received on Collateral security given	104.27	102.03	-	-	4.86	10.41	109.13	112.44
27	Accounts receivable and outstanding	1,473.75	-	-	-	-	-	1,473.75	-
28	Outstanding receivable/(payable), net of (payable)/receivable	20,245.22	14,333.17	1,178.28	836.04	2,127.39	788.99	23,550.89	15,958.20
29	Outstanding deposits from lessee / franchisees receivable/(payable), net of (payable)/receivables	140.23	140.68	-	-	(20.00)	(20.00)	120.23	120.68
30	Outstanding inter-corporate deposits receivable/ (payable)	1,115.00	-	-	-	-	-	1,115.00	-
31	Guarantee taken and outstanding	5,000.00	-	-	-	-	-	5,000.00	-
32	Outstanding Interest receivable	120.59	-	-	-	-	-	120.59	-
33	Outstanding collateral security	14,817.83	14,895.00	-	-	-	1,488.00	14,817.83	16,383.00
34	Outstanding inter-corporate loan payable	-	-	-	-	-	3,413.00	-	3,413.00
35	Capital advances outstanding	10,100.00	10,100.00	-	-	-	-	10,100.00	10,100.00

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	2015-16	2014-15
	Purchase of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	3,016.74	3,016.66
2	Venco Research and Breeding Farm Private Limited	3,118.58	2,924.96
3	B V Bio-corp Private Limited	4,272.07	3,755.59
4	Uttara Foods and Feeds Private Limited	946.06	1,310.36
5	Others	1,272.44	951.64
	Total	12,625.89	11,959.21
	Sale of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	63,345.22	42,949.89
2	Others	16,013.77	14,098.22
	Total	79,358.99	57,048.11
	Purchase of fixed assets		
1	Venkateshwara Hatcheries Private Limited	-	13.39
2	Bala Industries and Entertainment Private Limited	4.97	401.71
3	B V Bio-corp Private Limited	1.99	22.01
4	Uttara Foods and Feeds Private Limited	1.24	-
5	Others	0.11	5.14
	Total	8.31	442.25
	Sale of fixed assets		
1	Venkateshwara Hatcheries Private Limited	2.40	79.77
2	Others	-	6.07
	Total	2.40	85.84
	Service charges / expenses recharged to other companies (income)		
1	Venkateshwara Hatcheries Private Limited	618.54	390.96
2	Others	26.41	48.80
	Total	644.95	439.76
	Service charges / expenses recharged by other companies (expense)		
1	Venkateshwara Hatcheries Private Limited	382.11	350.48
2	Bala Industries and Entertainment Private Limited	0.54	45.70
3	Others	40.21	20.59
	Total	422.86	416.77



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2015-16	2014-15
	Custom hatching charges / testing charges / processing charges (income)		
1	Venco Research and Breeding Farm Private Limited	-	0.73
2	B V Bio-corp Private Limited	36.95	0.10
	Total	36.95	0.83
	Custom hatching charges / testing charges / processing charges (expense)		
1	B V Bio-corp Private Limited	0.20	-
	Total	0.20	-
	Cash Discount		
1	Venkateshwara Hatcheries Private Limited	31.39	-
	Total	31.39	-
	Repairs and maintenance expenses		
1	Bala Industries and Entertainment Private Limited	82.88	24.79
	Total	82.88	24.79
	Consignment sales commission (paid)		
1	Eastern Hatcheries Private Limited	-	8.74
	Total	-	8.74
	Rent (income)		
1	Venkateshwara Hatcheries Private Limited	220.65	183.65
2	Others	4.34	4.34
	Total	224.99	187.99
	Rent (expense)		
1	Venkateshwara Hatcheries Private Limited	27.03	27.77
2	Venco Research and Breeding Farm Private Limited	3.18	-
	Total	30.21	27.77
	Contributions to trade associations		
1	All India Poultry Development Services Private Limited	116.29	108.20
	Total	116.29	108.20
	Interest income on Inter-corporate deposit		
1	Venkateshwara Hatcheries Private Limited	107.93	-
	Total	107.93	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2015-16	2014-15
	Interest income on account receivable		
1	Venkateshwara Hatcheries Private Limited	98.36	-
	Total	98.36	-
	Interest expense on inter-corporate loan taken		
1	Venco Research and Breeding Farm Private Limited	229.19	249.39
2	B V Bio-corp Private Limited	3.99	6.93
	Total	233.18	256.32
	Deposit from Lessee / Franchisees repaid		
1	Venkateshwara Hatcheries Private Limited	0.45	-
	Total	0.45	-
	Capital Advances given		
1	Venkateshwara Hatcheries Private Limited	-	8,000.00
	Total	-	8,000.00
	Inter-corporate deposit given		
1	Venkateshwara Hatcheries Private Limited	22,908.00	-
	Total	22,908.00	-
	Inter-corporate deposit refunded		
1	Venkateshwara Hatcheries Private Limited	21,793.00	-
	Total	21,793.00	-
	Inter-corporate loan taken		
1	Venco Research and Breeding Farm Private Limited	2,210.00	5,000.00
2	B V Bio-corp Private Limited	-	350.00
	Total	2,210.00	5,350.00
	Inter-corporate loan repaid		
1	Venco Research and Breeding Farm Private Limited	5,473.00	1,737.00
2	B V Bio-corp Private Limited	150.00	200.00
	Total	5,623.00	1,937.00
	Collateral security given		
1	Venkateshwara Hatcheries Private Limited	21.58	2,800.00
	Total	21.58	2,800.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2015-16	2014-15
	Collateral security redeemed during the year		
1	Venkateshwara Hatcheries Private Limited	98.75	
2	Uttara Foods and Feeds Private Limited	1,488.00	-
	Total	1,586.75	-
	Commission received on Collateral security given		
1	Venkateshwara Hatcheries Private Limited	104.27	102.03
2	Uttara Foods and Feeds Private Limited	4.86	10.41
	Total	109.13	112.44
	Accounts receivable and Outstanding		
1	Venkateshwara Hatcheries Private Limited	1,473.75	-
	Total	1,473.75	-
	Outstanding receivables/ (payables), net of (payables)/ receivables		
1	Venkateshwara Hatcheries Private Limited	20,245.22	14,333.17
2	Eastern Hatcheries Private Limited	486.03	254.52
3	Bala Industries and Entertainment Private Limited	692.25	581.51
4	Venco Research and Breeding Farm Private Limited	(619.59)	(382.21)
5	Venkateshwara Research and Breeding Farm Private Limited	(81.69)	(139.53)
6	B V Bio-corp Private Limited	(1,673.26)	(2,117.41)
7	Uttara Foods and Feeds Private Limited	3,086.72	2,196.73
8	Venkateshwara Foods and Feeds	1,463.23	1,309.88
9	Uttara Impex Private Limited	(51.92)	(40.90)
10	All India Poultry Development and Services Private Limited	3.90	(12.18)
11	Wayward Acres Inc.	-	(25.38)
	Total	23,550.89	15,958.20
	Outstanding deposits from lessee/franchisees receivable/ (payables), net of (payables)/receivables		
1	Venkateshwara Hatcheries Private Limited	140.23	140.68
2	Venkateshwara Research and Breeding Farm Private Limited	(20.00)	(20.00)
	Total	120.23	120.68
	Outstanding Inter-corporate deposit receivable		
1	Venkateshwara Hatcheries Private Limited	1,115.00	-
	Total	1,115.00	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2015-16	2014-15
	Guarantee taken and outstanding		
1	Venkateshwara Hatcheries Private Limited	5,000.00	-
	Total	5,000.00	-
	Outstanding Interest receivables		
1	Venkateshwara Hatcheries Private Limited	120.59	-
	Total	120.59	-
	Outstanding collateral security		
1	Venkateshwara Hatcheries Private Limited	14,817.83	14,895.00
2	Uttara Foods and Feeds Private Limited	-	1,488.00
	Total	14,817.83	16,383.00
	Outstanding inter-corporate 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	10,100.00
	Total	10,100.00	10,100.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	31 st March, 2016	31 st March, 2015
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	31.25	39.07
After one year but not more than five years	33.19	37.52
More than five years	13.75	23.44
b. Lease payments recognised in the statement of profit and loss for the period	810.65	757.63
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	2,985.22	1,869.83
Weighted average number of equity shares outstanding during the year	14,087,336	*14,087,336
Basic and Diluted EPS for equity share (Face value of Rupees 10/- each)	21.19	13.27
* Adjusted for bonus issue		
13 Previous year's figures have been regrouped/recast/rearranged wherever necessary in order to conform to current year's presentation.		

As per our 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 27, 2016

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

ANURADHA J. DESAI
Chairperson

B. BALAJI RAO
Managing Director

B. VENKATESH RAO
Vice Chairman

A. G. BAUSKAR
Chief Financial Officer &
Company Secretary

Place : Pune
Date : May 27, 2016

VENKY'S (INDIA) LIMITED

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

Date: May 27, 2016.

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.111 and submit the same to the Company' Registrar and Share Transfer Agent's office **latest by 15th September, 2016**. 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.111, 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 15th September, 2016.**
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:

Route Map for Venue of the Annual General Meeting





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 40th Annual General Meeting of the Company, to be held on Thursday, 29th day of September, 2016 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 receive, consider and adopt Audited Financial Statements of the Company as on 31 st March 2016.			
2.	To declare dividend			
3.	To re-appoint Mr. B. Venkatesh Rao as Director of the Company who retires by rotation and offers himself for re-appointment.			
4.	To ratify the appointment of Auditors.			
5.	To ratify remuneration of Cost Auditors.			
6.	To approve contract for business transactions with M/s. Venkateshwara Hatcheries Private Limited.			

Signed this day of September, 2016.

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 (✓) 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.

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
Refinery and Poultry Feed
- **Nanded, Maharashtra**
Solvent Extraction and Refinery
- **Anand, Gujarat**
Breeder Farms and Hatchery
- **Dehradun, Uttaranchal**
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
- **Jadishpur, Uttar Pradesh**
Commercial Farms
- **Faizabad, Uttar Pradesh**
Commercial Farms
- **Sangipur, Uttar Pradesh**
Commercial Farms
- **Varanasi, Uttar Pradesh**
Commercial Farms
- **Akbarpur, Uttar Pradesh**
Commercial Farms
- **Partapgarh, Uttar Pradesh**
Commercial Farms
- **Agra, Uttar Pradesh**
Commercial Farms
- **Sonepat, Haryana**
Breeder Farms and Hatchery
- **Panipat, Haryana**
Breeder Farms and Hatchery
- **Ambala, Haryana**
Breeder Farms and 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
- **Sikar, Rajasthan**
Commercial Farms



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