

78th ANNUAL REPORT 2014-15



Symbol



Nature's Essence symbol: A blend of health, science, nature and youthfulness to increase the brand's appeal across all demographics.

Seal of trust

Since 1893

Pioneer in the industry with the seal of trust and believability in the brand's products for having catered to consumers pain free living for over a century now.

Typography

Amrutanjan

Cursive typography to bring in modernity for easier brand recall and youth connect.

Promise

Pure Healthy Essence

"Pure Healthy Essence" is nature and science combined to give healthy beauty. It emphasizes that naturally extracted essence with deep action for health works effectively and without side effects. This pure, trusted extracts are derived from natural products through scientific research.



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TEN YEAR RECORD

(` in lakhs)

PARTICULARS	2014-15	2013-14	2012-13	2011-12*	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
	with Beverage Division									
Sales	17,062.11	14,440.37	14,209.16	14,038.22	10,775.39	9,374.55	9,607.61	8,566.20	8,269.58	8025.64
Other Income	455.25	283.71	426.64	449.26	483.22	605.19	695.57	39.76	98.91	134.07
Total Income	17,517.36	14,724.08	14,635.80	14,487.48	11,258.61	9,979.74	10,303.18	8,605.96	8,368.49	8159.71
Profit Before Tax (PBT)	2,655.70	2,125.34	1,779.43	1,889.00	1,608.22	1,926.49	1,868.03	994.37	1,427.85	1259.11
Provision for Taxation:										
Current tax & short Provision of earlier years	920.00	715.00	589.93	650.00	416.43	750.37	735.71	173.49	518.36	514.85
Deferred Tax	7.18	(41.97)	(22.46)	(117.49)	(101.97)	(39.51)	(78.57)	194.77	(17.44)	(60.46)
Profit after Tax (PAT)	1,728.52	1,452.31	1,211.96	1,356.49	1,089.82	1,215.63	1,210.89	626.11	926.93	804.72
Dividend	511.54	467.69	438.46	438.46	443.81	454.50	521.05	224.00	192.00	128.00
Fixed Assets & Investments	3,056.02	2,960.08	4,790.09	5,394.60	10,069.30	6,823.21	1,861.74	2,228.89	1,537.55	1593.55
Net Current Assets	7,569.23	7,487.71	5,502.08	4,970.80	3,270.05	3,326.39	7,862.96	1,563.27	1,761.18	1156.26
Total	10,625.25	10,447.79	10,292.17	10,365.40	13,339.35	10,149.60	9,724.70	3,792.16	3,298.73	2749.81
Represented by:										
Share Capital	292.31	292.31	292.31	292.31	303.00	303.00	310.17	320.00	320.00	320.00
Reserves	10,192.19	9,399.86	8,494.72	7,794.61	9,989.29	9,438.34	9,072.28	2,225.27	1,999.16	1628.60
Net Worth	10,484.50	9,692.17	8,787.03	8,086.92	10,292.29	9,741.34	9,382.45	2,545.27	2,319.16	1948.60
Loans	-	550.00	1,257.54	2,008.42	2,662.69	125.85	20.64	846.70	768.61	572.80
Deferred Tax Liability	140.75	205.62	247.60	270.06	384.37	282.41	321.61	400.19	210.96	228.41
Total	10,625.25	10,447.79	10,292.17	10,365.40	13,339.35	10,149.60	9,724.70	3,792.16	3,298.73	2749.81
Earnings per share (`) (before extraordinary items)	11.83	9.94	8.29	45.71	35.97	40.03	38.07	19.57	28.96	25.15
Book value per shares (`)	71.74	66.32	62.46	276.67	339.58	329.50	340.95	79.54	72.47	60.89
Dividend (%)	175.00	160.00	150.00	150.00	150.00	150.00	170.00	70.00	60.00	40.00

* - Extraordinary Item (Income - Net of Tax) has not been included in the PBT as well as PAT.

Shares subdivision from ` .10/- to ` .2/- effected during 2012-13.

Corporate Information

Board of Directors

Mr. S. Sambhu Prasad *Chairman & Managing Director*
Dr. H.B.N. Shetty
Dr. Pasumarthi S.N. Murthi
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Mr. G. Raghavan
Mr. V. Swaminathan

Company Secretary & Compliance Officer

Mr. M. Srinivasan

Management Team

Mr. Kannan K. *Chief Financial Officer*
Mr. Joydeep Chatterjee *Business Head - Sales & Distribution, Marketing (Body Products)*
Mr. Jeyakanth S. *General Manager - Supply Chain Management*
Mr. Ravichandran J. *DGM - Research & Development and Quality*

Statutory Auditors

P.S. Subramania Iyer & Co.
Chartered Accountants
Chennai

Bankers

HDFC Bank Limited
Yes Bank Limited
Punjab National Bank
ICICI Bank Limited

Registered Office

No.103 (Old No.42-45), Luz Church Road
Mylapore, Chennai - 600 004.
Telephone : 044-2499 4164 / 2499 4146 / 2499 4465 / 2499 4366
Fax : 044-2499 4585
E-mail : investors@amrutanjan.com
Website : www.amrutanjan.com

Factories

Mylapore, Chennai
Uppal, Hyderabad
Aranvoyal Village, Tiruvallur
Alathur, Kancheepuram District.

Registrar & Share Transfer Agent

Cameo Corporate Services Limited
"Subramaniam Building"
No.1, Club House Road, Chennai - 600 002.
Telephone : 044-2846 0390 (5 Lines), Fax : 044-2486 0129
E-mail : investor@cameoindia.com



Our Values

Commitment towards interests of all Stakeholders-customers, employees & community.

To achieve leadership position in all our businesses.

We never compromise in our ethics and this is reflected in all our actions.

We strive to provide a culture that accepts new ideas, embraces change and rejects bureaucracy and small-mindedness.

Chairman and Managing Director's Letter

Dear Valued Owners,

The year 2014-15 saw a robust increase in top line growth of 18% that aided in the bottom line growth of 19%. Both our OTC and Beverage businesses saw value and volume increases that aided in the overall performance of the company. The theme for the year was "continuation of the trend from previous year" and some of the key enabling factors were:

- Body segment growing to 8% of total share of revenue from 4% the previous year.
- Growth in sales of overall business in regions beyond South
- Growth in Modern trade business
- Growth in exports
- Execution of segmentation strategy by market and product basis town class
- Positive impact of input materials on Gross Margin
- Gross margin expansion from 58.50% to 62.49% for the OTC business
- Positive impact on cash flows due to channel stock reduction of 20%
- Beverage business completely operating on advance payments aiding to cash flow improvements
- Successful expansion of Beverage business to Eastern region
- Roll on format contribution increasing from 10% of sales to 14%

The examples given above are to give our stakeholders and readers of this report a insight into our focused approach to all segments of the business: from growth to efficiency improvements that ultimately result in shareholder value creation.

The pain category is one of the most fiercely contested segments in the OTC space today with the entry of large generic pharmaceutical players (domestic and foreign) recognizing the opportunities in the space as more consumers self medicate.

This has resulted in enormous amounts of monies being invested in the brand to build top of mind saliency with the consumer (as product differentiation is minimal).

Your company while being efficient at a aggregate Share of voice level and with a ad to sales ratio at 11% also has used innovation to create product differentiation via formats and formulation development. This has clearly resulted in successes with the Body and Head roll on launches as well as gaining share of shelf and mind in the new geographies of India as well as overseas. Our exports revenue has stood at an all time high last year having doubled from ` 150 lacs to ` 358 lacs.

Our product and distribution segmentation strategy based on formats and town class helped us bring focus to the core OTC business that resulted in the Pain segment growing at 14% in 2014-15. This was also complimented by an aggressive and vibrant media campaign highlighting the effectiveness of the Amrutanjan range of products. For the year 2014-15, Amrutanjan brand is one of the top advertisers in the rubefacient category and we wish to continue this investment going forward. Our overall brand equity has recorded the highest value in the last three years(source: Nielsen).

Our beverage business rebounded this year with value and volume sales growth of 41% and 35% respectively. We now distribute and market Fruitnik in Tamil Nadu, Telangana, Andhra Pradesh, Karnataka, Orissa and West Bengal. The Advanced Pain Management Center which offers non-surgical pain relief on a out patient basis treated around 5500 patients from its two centers in Chennai since 2011-12, averaging around 100 patients a month. This is a novel concept in India and as more consumers learn about the idea of non-surgical pain relief the business should grow in the future. We recognize the need to grow at faster than industry growths as size is essential in today's FMCG industry.

In it's 122nd year of existence, Amrutanjan Health Care Ltd, is an organization that is young at heart but also firmly engaged to the values that have been imparted by the founder and demanded by it's stakeholders. We wish to continue growing as a organization guided by these values of honesty, integrity and respect to the world at large(stake holders, society and environment).

Sincerely,

S. Sambhu Prasad



Our products and services

"Pure Healthy Essence"

"Pure healthy Essence" connotes a naturally extracted essence with a deep action formula i.e. effective and without side effects.

Pure Healthy Essence means a pure, trusted natural extract derived from natural products through scientific research. Nature and science are combined to give healthy beauty.

Products in Pain Management



Amrutanjan Strong Pain Balm Double Power has the ability to kick out pain in no time. The gentle massage of strong balm instantly provides remedy for headaches and backaches.



Amrutanjan Aromatic balm is the pioneer in the pain category being the only successful unique aroma balm in the market. It is a soft and smooth balm. It is used for immediate relief from headaches. It is helpful in steaming and aroma therapy.



Amrutanjan Roll-on can be easily applied for quick relief from headaches. It is easy to carry and has a pleasant fragrance.



Amrutanjan Body Pain crème is used to get relief from general body pain which include neck, back, and knee. Body pain is generally caused due to excessive physical stress, sitting in same posture for long time etc.



Amrutanjan Joint-Muscle spray helps in instant relief from internal sports injury, sprains and minor rheumatic pain. It provides the cooling effect required in this kind of pain.



Back Pain Roll-on provides instant relief from back pain. Get Instant and long lasting relief from back pain.

- Easy to use & apply
- Non-staining
- Non-messy
- Zero wastage

Products in Congestion Management



Amrutanjan Relief Cough & Cold Rub is a complete natural remedy for cough and cold with soothing aroma which gets absorbed faster on the skin.



Amrutanjan Relief Cough and Cold Cough Syrup is effective for dry cough, allergic cough, smoker's cough and irritation caused by pollution. It is alcohol free and doesn't cause drowsiness. It dissolves the thick mucus and contains goodness of Vasaka and Yastimadhu.



Amrutanjan Relief Cough & Cold Nasal inhaler provides quick relief from nasal congestion when inhaled. It's the only inhaler enriched with Nilgiri oil.



Amrutanjan Relief Cough & Cold Swas Mint soothes throat and freshens breath. It contains refreshing mint which soothes the throat and gives cooling effect. It contains Nilgiri ka tel and citrus.

Products in Health Care & Hygiene



Amrutanjan Decorn Corn Caps provides quick soothing action for soft feet. It has ayurvedic medicine for corn removal in foot. It is quick acting and provides long lasting relief.



Comfy sanitary napkin offers triple benefits. It has got superior absorption, rash free and comes with the all new leak proof technology that ensure zero leak.



Amrutanjan Xpert Dermal Ointment for relief from rashes, itches, cracked heels and eczema.



FROM AMRUTANJAN
all natural™
FRUIT NIK since 1958
the power of fruit

Amrutanjan's Fruitnik - a new fruit juice drink filled with the goodness of natural fruits.

Fruitnik comes in 3 flavours:

- Recharging Mango contains essential nutrients and fiber for total well-being
- Revitalising Apple contains rich source of antioxidants, vitamins and minerals to fight cell ageing
- Rejuvenating Grape contains antioxidants to build vitality and immunity

full of fruit
is full of health
is a wonderful thing



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A quality product of Amrutanjan Health Care Ltd.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventy Eighth (78th) Annual General Meeting (AGM) of the Members of Amrutanjan Health Care Limited will be held on Friday, the 18th September, 2015 at 10.15 A.M. at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No.254), T.T.K. Road, Chennai 600 018 to transact the following business:

ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements for year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To take on record interim dividend already paid and to declare final dividend on equity shares for the year ended March 31, 2015.
3. To appoint Dr. Pasumarthi S.N. Murthi (holding DIN 00051303) as Director who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder, M/s. P.S. Subramania Iyer & Co., Chartered Accountants, Chennai (Firm Registration No.004104S) be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting till the conclusion of the 79th Annual General Meeting of the Company, on a remuneration to be decided by the Board of Directors on the recommendation of the Audit Committee".

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 the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. G. Raghavan (Director Identification Number -00820000), who was appointed as an Additional Director of the Company with effect from 15th May, 2015 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs.1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act proposing the candidature of Mr. G. Raghavan for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for three consecutive years upto 17th September, 2018 not liable to retire by rotation."

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 the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. V. Swaminathan (Director Identification Number -06953687), who was appointed as an Additional Director of the Company with effect from 15th May, 2015 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs.1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act proposing the candidature of Mr. V. Swaminathan for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for three consecutive years upto 17th September, 2018 not liable to retire by rotation."

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

"RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for Mr. G. Thangaraj (Firm Regn. No. 100464), Cost Accountant, for conducting the audit of cost records of the Company for the financial year 2015-16 at Rs. 1,00,000/- (Rupees One lakh only) plus reimbursement of out of pocket expenses incurred for purpose of conducting such audit'.

8. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in terms of Clause 49 and other applicable provisions if any, of the Listing agreement entered into with National Stock Exchange Limited, and pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a sum not exceeding 1% per annum of the net profits of the Company be paid and distributed amongst the Non-executive Directors of the Company or some or any of them as commission in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in addition to sitting fees paid for attending the meeting of the Board or Committees thereof, and such payments shall be made out of the profits of the company for each year for a period of five years commencing from 1st April 2015 to 31st March 2020"

RESOLVED FURTHER THAT the Chairman and Managing Director of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this resolution"

BY ORDER OF THE BOARD

Place : Chennai
Date : 13th August, 2015

M. Srinivasan
Company Secretary

NOTICE TO SHAREHOLDERS (Contd.)

NOTES:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself/herself and such proxy need not be a member of the company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY EIGHT HOURS before commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc, must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total voting share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total voting share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") in respect of the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. The Register of Members and the share transfer books will remain closed from September 12, 2015 to September 18, 2015 (both days inclusive) for determining the names of members eligible for Final Dividend on Equity Shares. Transfers received during book closure, if any, will be considered only after reopening of the Register of Members.
7. The Final Dividend on Equity Shares as recommended by the Board will be paid on approval of the members of the Company to the eligible Equity Shareholders whose names appear in the Register of Members of the Company and to the eligible beneficial owners whose names appear in the list provided by the by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on the close of business hours on September 11, 2015.
8. Members are requested to note that the Company's Equity Shares are under compulsory demat mode of trading. Members who have not yet dematerialized their physical share-holdings in the company are advised to avail the facility of dematerialization of equity shares of the company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents (RTA), M/s. Cameo Corporate Services Private Limited.
10. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of dividend which remains unclaimed for a period of 7 years from the date of declaration would be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government and the shareholders would not be able to make any claims as to the amount of dividend so transferred to the Fund. Accordingly, during the Financial Year 2014-15, the Company has transferred the unclaimed dividend pertaining to the Financial Year 2006-2007(Final Dividend) and 2007 - 2008 (Interim Dividend) amounting to ` 1,14,040/- and ` 2,14,108/- respectively to IEPF. Members who have not yet encashed their final dividend warrants from the Financial Year 2007-2008 onwards are requested to make their claims to the Company immediately. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided / hosted the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Cameo Corporate Services Private Limited.
12. The members holding shares in demat format are requested to update their email addresses with their depository participant to ensure that the Annual Report and other documents reach you on your preferred email account in order to save paper and participate in the "Green Initiative" of the Ministry of Corporate Affairs.
13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays between 10.00 a.m. and 5.00 p.m. up to and including the date of the Annual General Meeting.
14. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least Seven days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.
15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

NOTICE TO SHAREHOLDERS (Contd.)

16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Act, are requested to submit details to the RTA in the prescribed Form SH 13 for this purpose.

17. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35 B of the Listing agreement, the Company is offering remote e-voting facility to its members in respect of the businesses to be transacted at 78th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), the Authorised Agency to provide e-voting facilities, for facilitating remote e-voting.

The procedure and instructions for e-voting forms part of this notice

- (i) The remote e-voting period commences on Tuesday, 15th September, 2015 (9.00 am IST) and ends on Thursday, 17th September 2015 (5.00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 11th September, 2015 may cast their votes electronically.
- (ii) The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently.
- (iii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on 11th September, 2015.
- (iv) Sri. P.Sriram of M/s P.Sriram & Associates, Practising Company Secretary (Membership No. FCS 4862) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against forthwith to the Chairman of the Company.
- (vi) Voting is provided to the members through remote e-voting and at the Annual General Meeting of the Company. A member can opt for only one mode of voting i.e either through remote e-voting or at the Annual General Meeting of the Company.
- (vii) If a Member casts votes by both modes, then voting done through e-voting shall prevail.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 15th September, 2015 (9.00 am IST) and ends on Thursday, 17th September 2015 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 11th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

NOTICE TO SHAREHOLDERS (Contd.)

(viii) If you are a first time user follow the steps given below:

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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

NOTICE TO SHAREHOLDERS (Contd.)

STATEMENT OF MATERIAL FACTS

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the Special Businesses mentioned under Item Nos. 5 to 8 of the accompanying Notice:

5 & 6 Appointment of Independent Directors:

In order to fill the vacancies caused due to the death of Mr. D. Seetharama Rao and the resignation of Mr. A. Satish Kumar, the Board has, in its meeting held on 15th May, 2015, inducted Mr. G. Raghavan and Mr. V. Swaminathan as Additional Directors (Independent) to hold office till the conclusion of the ensuing AGM.

Mr. G. Raghavan & Mr. V. Swaminathan are Independent Directors on the Board of the Company within the definition of Independent Directors under section 149 of the Act and Clause 49 of the Listing Agreement entered with the Stock Exchange.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 ('Act') proposing the candidatures of Mr. G. Raghavan and Mr. V. Swaminathan for the office of Independent Directors of the Company. Mr. G. Raghavan and Mr. V. Swaminathan are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Section 149 of the Act inter alia stipulates the criteria of independence, if a Company proposes to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office a term of upto five consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation. However it has been decided by the Board to recommend their appointment(s) for a period of three years for the approval of members of the Company.

About the Independent Directors

Mr. V. Swaminathan is a Commerce graduate from Madras University and also a Chartered cum Cost Accountant. He has over 25 years of post qualification experience in the field of Finance in various industries.

He began his career in the year 1990 in an infrastructure company and then held important positions in the MNCs viz ICI Chemicals Ltd, Kolkatta and Clariant Chemicals Ltd.

Further, he had worked in the Construction and Automobile industry before taking up the current position of Director-Finance at Heidelberg India Pvt. Ltd, a market leader in the manufacture of sheet fed equipment and other allied products for the graphic arts Industry.

Mr. G. Raghavan is a MBA from IIM- Ahmedabad and holds a bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Other courses / programs that Mr. Raghavan has undergone are Executive Program from Darden (University of Virginia) Business school, Managing e-commerce by National University of Singapore and Berkeley, USA and a Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland.

Mr. G. Raghavan comes with over 30 years of experience in many Indian and Global organizations like Voltas, Madras Cements, Carrier Corporation, Ingram Micro, NIIT and Bhartiya Urban. He has worked out of India, Singapore and the USA covering businesses worldwide. He has worked through various functions like Sales, Marketing, Product Development, Strategy, Operations, Human Resources and Business Development in his journey to General Management & leadership roles.

Across various geographies, functions, organizations and team nationalities, Mr. Raghavan's competencies can be summarized into the following key areas: Business Strategy, Business Development, Performance Management and Leadership Development.

Declaration by Independent Directors

Mr. G. Raghavan and Mr V. Swaminathan have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) & Schedule IV to the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

Inspection by Members

The terms and conditions of appointment of aforesaid Independent Directors are hosted on the website of the Company and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

Memorandum of Interest

Except Mr. G. Raghavan and Mr V. Swaminathan being the appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the respective resolutions.

NOTICE TO SHAREHOLDERS (Contd.)

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. G. Raghavan and Mr. V. Swaminathan are appointed as Independent Directors.

The Board recommends the ordinary resolutions at item nos. 5 & 6.

7. Remuneration to Cost Auditor:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board of Directors have appointed Mr. G. Thangaraj (Firm Regn. No. 100464) for the audit of cost records of the Company for the financial year 2015-16 and determined the remuneration at ₹ 1,00,000/- (Rupees one lakh only) based on the recommendation of the Audit Committee. It is now placed for the approval of shareholders in accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Copies of relevant resolution of the Audit Committee and Board are available for inspection of the members on any working day of the Company between 9.00 a.m. and 5.00 p.m. at the Registered office of the Company.

Memorandum of Interest

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.7.

8. Payment of Commission to Non-executive Directors:

The Non-Executive Directors are required to devote more time and attention. Further, taking into consideration the current competitive business environment and corporate governance norms which require enhanced levels of decision making thereby making the responsibilities of the Directors more onerous, it is proposed to remunerate the Director(s) of the Company who are neither in the whole time employment nor managing director with such commission upto a ceiling of 1% of the net profits of the Company for every year, as computed in the manner referred to in Sections 197, 198, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a periods of 5 years commencing from 1st April, 2015 to 31st March, 2020.

The Board of Directors shall determine each year the specific amount to be paid as commission to the Non- Executive Directors which shall not exceed 1% of the net profits of the Company for that year as computed in the manner as stated above.

The Board of Directors accordingly recommends the special resolution set out in Item No .8 of the accompanying Notice for the approval of members.

Memorandum of Interest

All the Non-Executive Directors of the Company are interested in this resolution to the extent of commission that may be payable to them from time to time.

BY ORDER OF THE BOARD

Place : Chennai

Date : 13th August, 2015

M. Srinivasan
Company Secretary

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103, Luz Church Road, Mylapore, Chennai 600 004

Tel : 044-2499 4465 Fax : 044-2499 4585

Email : shares@amrutanjan.com Website : www.amrutanjan.com

NOTICE TO SHAREHOLDERS (Contd.)

Additional information on Directors recommended for appointment/ reappointment in the AGM as required under Clause 49 of the Equity Listing Agreement and Secretarial Standards

Name of Director & DIN	Dr. Pasumarthi S.N. Murthi (DIN 00051303)
Date of Birth	11th August, 1934
Date of Appointment	5th August, 1989
Qualification	B.Sc, M.B.B.S, FRCS (Edin U.K) FIMSA
Expertise in Specific Functional Area	Retd. Consultant Surgeon with wide experience in the field of Medicine. He is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues on the products of the Company;
List of other Companies in which Directorships held	Nil
Chairmanship / Member of Committees of Board of Directors of other Companies	Nil
Shareholding	332195 Equity Shares of the Company
Relationship with other Directors	Not related to any other director of Amrutanjan Health Care Limited.

Name of Director & DIN	Mr. G. Raghavan (DIN 00820000)
Date of Birth	1st March, 1957
Date of Appointment	15th May, 2015
Qualification	MBA from IIM- Ahmedabad and holds a bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Executive Program from Darden (University of Virginia) Business school, Managing e-commerce by National University of Singapore and Berkeley, USA and a Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland
Expertise in Specific Functional Area	Business Strategy, Business Development, Performance Management and Leadership Development.
List of other Companies in which Directorships held	Nil
Chairmanship / Member of Committees of Board of Directors of other Companies	Nil
Shareholding	Nil
Relationship with other Directors	Not related to any other director of Amrutanjan Health Care Limited.

Name of Director & DIN	Mr. V. Swaminathan (DIN 06953687)
Date of Birth	14th April 1965
Date of Appointment	15th May, 2015
Qualification	Mr. V. Swaminathan is a commerce graduate from Madras University and also a Chartered cum Cost accountant
Expertise in Specific Functional Area	Has over 25 years of post qualification experience in the field of Finance in various industries
List of other Companies in which Directorships held	Heidelberg India Pvt Ltd
Chairmanship / Member of Committees of Board of Directors of other Companies	Nil
Shareholding	Nil
Relationship with other Directors	Not related to any other director of Amrutanjan Health Care Limited .

BOARD'S REPORT

The Board of Directors take pleasure in presenting their report on the performance of the Company for the Seventy Eighth year along with the audited Balance Sheet as on March 31, 2015 and the Profit and Loss account for the year ended on that date.

1. FINANCIAL RESULTS

The highlights of the financial results for the year ended March 31, 2015 are summarized below:

Particulars	For the Current Year ended 31st March, 2015		For the Previous Year ended 31st March, 2014	
Profit before Interest and Depreciation		29,37,34,294		26,07,46,685
Interest	46,47,200		1,61,89,699	
Depreciation and Amortization	<u>2,35,17,545</u>	<u>2,81,64,745</u>	<u>3,20,22,717</u>	<u>4,82,12,416</u>
Profit before exceptional items		26,55,69,549		21,25,34,269
Exceptional items		-		-
Prior year adjustments (Net)		<u>-</u>		<u>-</u>
Profit before tax		26,55,69,549		21,25,34,269
Provision for taxation				
– Income Tax		(9,20,00,000)		(7,15,00,000)
– Deferred Tax		(7,17,687)		41,97,349
– Short Provision for Income Tax of earlier years		-		-
Profit after tax before extraordinary items		17,28,51,862		14,52,31,618
Extraordinary Items (Net of Tax)		-		-
Net Profit		17,28,51,862		14,52,31,618
Add:				
Transfer from Profit & Loss Account		-		-
– Surplus from previous year brought forward		<u>40,57,36,623</u>		<u>36,52,22,408</u>
Profit for Appropriation		<u>57,85,88,485</u>		<u>51,04,54,026</u>
Appropriations:				
General Reserve		50,00,000		5,00,00,000
CSR Expenditure		17,00,000		-
Reserve Interim Dividend Paid		1,60,76,847		1,46,15,315
Tax on Interim Dividend		32,14,424		24,83,875
Final Dividend - Proposed		3,50,76,756		3,21,53,693
Tax on Proposed Final Dividend		70,13,289		54,64,520
Balance Profit carried to Balance Sheet		<u>51,05,07,169</u>		<u>40,57,36,623</u>
		<u>57,85,88,485</u>		<u>51,04,54,026</u>

BOARD'S REPORT (Contd.)

2. PERFORMANCE OF THE COMPANY

The total Gross Sales of the company for the year ended March 31, 2015 was ` 170.62 Crores compared to the previous year Gross Sales of ` 144.40 Crores thereby recording an increase of approximately 18%.

OTC and Beverages Business – Performance At Glance

	2014-15	2013-14	CHANGE %
Production-tonnes	677.21	628.51	7.75
Sales Volume - tonnes	668.34	615.15	8.64
Sale Value (in Crore)	170.62	144.40	18.16
Operating EBITDA (in Crore)	29.37	26.07	12.65
Operating EBITDAMargin (%)	17.98	18.78	(0.80)

Highlights of segment-wise performance and state of affairs are discussed in detail in the Management Discussion and Analysis Report attached as ANNEXURE - A.

3. DIVIDEND

The Directors, considering the profits projected for the year 2014-2015, had declared and paid interim dividend of 55% (` 1.10/- per share) on the equity share capital of ` 292.31 lakhs amounting to ` 160.77 lakhs during the year. Further, the Directors take pleasure in recommending a final dividend of 120 % (` 2.40 per share) for the year ended March 31, 2015 amounting to ` 350.77 Lakhs. The Company will bear the dividend distribution tax of ` 102.27 Lakhs (` 32.14 Lakhs for interim dividend and ` 70.13 Lakhs for final dividend).

4. AMOUNT CARRIED FORWARD TO RESERVES

The Company proposes to carry an amount of ` 50.00 lakhs to General Reserves for the year ending March 31, 2015.

5. SHARE CAPITAL

Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including Sweat Equity Shares and ESOS) to employees of the Company under any scheme;

6. FIXED DEPOSITS

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V (Acceptance of Deposits by Companies) of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and was not holding any amount under Fixed Deposit Account as on March 31, 2015.

7. FINANCE

The cash and cash equivalent as at March 31, 2015 was ` 37.59 Crores. The Company continues to focus on judicious

management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Note No. 14 of the Notes to the Financial Statements.

9. CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Practicing Company Secretary confirming Compliance, forms an integral part of this Report as ANNEXURE - B.

10. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company at the Board Meeting held on 27th October, 2014 approved a Policy on CSR and the Policy is hosted on the website of the Company. The CSR Committee of the Company comprises of Mr. S. Sambhu Prasad, Dr. H.B.N. Shetty and Dr. S. Vydeeswaran as Members.

As part of CSR initiatives, your Company during the financial year 2014-15 has funded projects in the areas of Animal Welfare, Promoting Education and Empowering Women as explained in Annexure A. These projects are in accordance with Schedule VII of the Companies Act, 2013. A detailed report on CSR initiatives and Spend are given in ANNEXURE - C. The CSR Committee met on 5th February, 2015 to oversee the activities, programs and execution of initiatives as per the predetermined guidelines of the Board and had approved the CSR spend to the tune of Rs. 17 Lakhs incurred during the year.

The actual amount that should have been spent for the financial year amounts to ` 26,58,557/- being 2% of the average net profits for the last three financial years. The Company could not spend the balance amount of ` 9,58,557/- before 31st March 2015 as the Company was in the process of identifying non-governmental organisations, seeking funds for their various projects, which meets the CSR policy of the Company.

11. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

BOARD'S REPORT (Contd.)

12. DIRECTORS & KEY MANAGERIAL PERSONNEL

Dr. Pasumarthi S.N. Murthi retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. G. Raghavan and Mr. V. Swaminathan were inducted as Additional Directors (Independent) by the Board on 15th May, 2015 on account of the resignation of Mr. A. Satish Kumar (resigned on 23rd February, 2015) and the demise of Mr. D. Seetharama Rao (expired on 13th April, 2015). The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of Independence.

The Board of Directors seeks your support for passing of the resolutions for appointment/reappointment of the above directors.

At the Board Meeting held on 5th February, 2015 Mr. K. Kannan, Chief Financial Officer was designated as "Key Managerial Personnel (KMP)" of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. M. Srinivasan was appointed as "Company Secretary" effective from July 27, 2015 pursuant to provisions of Sections 2(51), 203 and 205 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and was also designated as Compliance Officer for the purpose of compliances under the Listing Agreement.

The Company provided suitable training to independent directors to familiarize them with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the Company, etc.

13. BOARD EVALUATION

Pursuant to the provisions of Rule 4 of the Companies (Accounts) Rules, 2014, the Board has carried out an annual performance evaluation of its own, the directors individually as well as the working of its Committees (Audit, Nomination & Remuneration and Stakeholders Relationship Committee) and Independent Directors (without participation of the relevant Director).

Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered / evaluated the Boards' performance, Performance of the Chairman & Managing Director and other Non-independent Directors.

The exercise was carried out through an evaluation process covering various aspects of the Board's functioning such as composition of the Board and committees, frequency of meetings, administration of meeting, flow of information to the Board, experience and competencies, performance of specific duties and obligations, disclosure of information to stakeholders, etc.

The Company has also devised a Policy on Board Diversity detailing the functional, strategic and structural diversity of the Board.

14. REMUNERATION POLICY

The Remuneration policy of the Company with respect to appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the website of the Company www.amrutanjan.com.

15. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits as set out in the said Rules are provided in ANNEXURE - D.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are also provided in ANNEXURE - D.

16. BOARD MEETINGS

During the year, 4 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under Section 173(1) of the Companies Act, 2013.

17. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- I. that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- II. that the directors had selected such accounting policies and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- III. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. that the annual financial statements have been prepared on a going concern basis;

BOARD'S REPORT (Contd.)

- V. that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

18. SECRETARIAL AUDIT:

Pursuant to provisions of Section 204(1) of the Companies Act, 2013, your Company engaged the services of M/s. P. Sriram and Associates, Company Secretaries in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2015.

The Secretarial Audit Report (in Form MR-3) is attached to this Report as ANNEXURE - E.

19. EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on March 31, 2015 as per provisions of Section 92(3) of the Companies Act, 2013 is attached to this Report as ANNEXURE - F.

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

This is discussed in detail in the Management Discussion and Analysis Report.

21. ENVIRONMENTAL, SAFETY AND HEALTH

The Company is committed to ensure sound Safety, Health and Environmental performance related to its activities, products and services. The Company is taking continuous steps to develop Safer Process Technologies and Unit Operations. The Company has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element, Enhanced level of training on Process and Behavior based safety, adoption of safe & environmental friendly production process, monitoring and periodical review of the designed Safety Management System is done on a continuous basis. The Company is committed to continuously take further steps to provide a safe and healthy environment.

22. RISK MANAGEMENT POLICY:

The company has taken adequate steps towards management and mitigation of risks in a timely and effective manner. Your company has ensured that, with proper Risk Control Matrix(RCM), timely detection of risks is possible and effective control measures could be adopted for easy resilience of any damage arising thereof. Management Discussion and Analysis Report contained more details on the risk management policy of the Company.

23. SUBSIDIARY COMPANY

The Gross sales of the Company's subsidiary Amrutanjan Pharmaessense Pvt Ltd was Rs. 3.47 Crores as against the Gross sales Rs. 3.06 Crores during the previous year. Information in form AOC-1 with respect to the subsidiary company as required under Section 129(3) of the Companies Act 2013 is also attached to the financial statements of the Company as an Annexure.

24. CONSOLIDATED FINANCIAL STATEMENTS

The financial statements of the subsidiary M/s. Amrutanjan Pharmaessense Private Limited, has been prepared and is forming part of the consolidated financial statements pursuant section to Section 129 of the Companies Act, 2013. Pursuant to the provisions of Section 136 of the Companies Act, 2013, the annual report and the annual accounts of the subsidiary and the related detailed information shall be made available to the shareholder of the company seeking such information and shall be made available at the Registered office of the Company.

25. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Particulars of Contracts or Arrangements with Related parties as referred to in Section 188(1) in Form AOC- 2 is attached as ANNEXURE - G.

26. CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS/OUTGO

The particulars prescribed by the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2014 forms part of this report as ANNEXURE - H.

27. DISCLOSURE PURSUANT TO THE LISTING AGREEMENT

The Company does have any unclaimed shares issued in physical form pursuant to Public Issues / Rights Issue.

28. AUDITORS

The auditors M/s P.S. Subramania Iyer & Co., Chartered Accountants, hold office up to the date of the ensuing Annual General Meeting and are eligible for reappointment. As required under the provisions of Section 139 & 141 of the Companies Act, 2013 and the rules made there under as may be applicable, the Company has obtained written confirmation from M/s. P.S. Subramania Iyer & Co., that their appointment, if made, would be in conformity with the limits specified in the said section.

29. BOARD'S COMMENTS ON QUALIFICATIONS, ADVERSE REMARKS, RESERVATIONS IN INDEPENDENT AUDITORS' AND SECRETARIAL AUDITORS' REPORT

The reports of Statutory Auditors and Practicing Company Secretaries do not carry any qualifications, reservations or adverse remarks which require comments from the Board.

In response to the observation made in the Secretarial Audit Report in connection with the non-appointment of Company Secretary as on 31.03.2015, the Company was in the process of identifying a suitable candidate which was complied with subsequently.

30. COST AUDITOR

Mr.G. Thangaraj, Cost Accountant has been duly appointed as the Cost Auditor to conduct the cost audit with respect to OTC business

BOARD'S REPORT (Contd.)

of the company for current financial year ending March 31, 2016. He was also the cost auditor for the previous year ended March 31, 2015.

31. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments occurred after the closure of the financial year 2014-15 that affect the financial position of the Company.

32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material Orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future Operations.

33. ENHANCING SHAREHOLDERS VALUE

The Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to create value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

34. INDUSTRIAL RELATIONS & HUMAN RESOURCES

The Company enjoys cordial relationship with its employees at all levels. The Company continues to ensure safety and health of its employees. Your directors record their appreciation of the support and co-operation of all employees and counts on them to maintain company's growth momentum. Please also refer Annexure A for further details.

35. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2014-2015, no complaints were received by the Company related to sexual Harassment.

36. ACKNOWLEDGEMENT

The Board of Directors expresses its sincere appreciation to all the shareholders, customers and well-wishers of the company for their co-operation and support extended during the year and looks forward to their continued patronage in the years to come.

The Board of Directors also expresses its gratitude and places on record its sincere appreciation to HDFC bank Ltd, Yes Bank Ltd, ICICI Bank Ltd and Punjab National Bank, the concerned departments of State and Central Governments for their contribution to the growth of the Company.

Place : Chennai

Date : 13th August, 2015

For and on behalf of the Board

S. Sambhu Prasad
Chairman and Managing Director

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103, Luz Church Road, Mylapore, Chennai 600 004

Tel : 044-2499 4465 Fax : 044-2499 4585

Email : shares@amrutanjan.com Website : www.amrutanjan.com

I. INDUSTRY STRUCTURE AND DEVELOPMENTS

OTC Category Overview

India's OTC category is valued at Rs. 16,800 crores and comprises of Rubefacients, Digestives, Inhalers, Analgesics and Acne preparations. This category is a part of the ₹ 2,40,000 crores FMCG industry. The rubefacient segment contributes to 16% of the OTC category and is growing steadily due to increased consumption of allopathic balms. Your company is a Top 5 player in the overall rubefacient segment with second position in the Headache space.

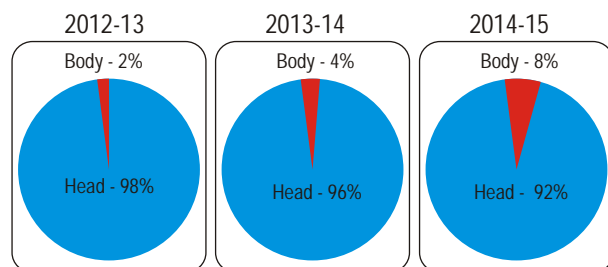
Your company has three offerings for the headache space: the storied Amrutanjan Pain balm (yellow) and the stronger neutral colored white balm (Amrutanjan Strong Double Power) which is also offered in a roll-on format. These three products address most needs of the consumers: mild to severe pain in addition to offering easy to use roll-on format which can be easily carried on the go. We wish to gradually expand our share of revenue from the neutral (strong) colored balms and the roll-on formats.

Your company's management sees immense opportunity in the fast growing body ache space and has a line of innovative products lined up to gain share in this segment and grow.

The brand Relief, comprising of Cold Rub, Inhaler, Cough Syrup and Mint, offers a range of products for congestion, cough and cold treatments. The OTC segment in India is still nascent in terms of size and offerings but this is changing fast owing to the entry of large pharmaceutical companies, domestic and multi-national, recognizing the potential in this category. Your company wishes to capitalize on its position by consolidating its position in pain management and also looking into new areas of entry.

Pain Management

The category of pain management is fast evolving with entry of large Pharmaceutical companies bringing their allopathic products into the OTC space. The consumers' preference towards using specific products for specific ailments is also aiding this. Your company has segmented its Pain business into headache and body ache management and this specialized focus has helped us grow the business over the last five years. Our focus on Body space, which is the fastest growing space in the rubefacient category, has resulted in its share of revenue growing over the last three years.



Headache Pain Management

Your company, as mentioned above, holds the second position in terms of market share in the Headache segment. We have products for headache space specifically targeting both the urban and the rural consumer. The Roll-On format which was the precursor to our Body Roll-On innovation has been a growth driver for your company and is being increasingly sought out by the urban and even the millennial consumers! We continue to see slack in the flagship Amrutanjan balm (yellow) as consumers prefer more potent, non-colored and instant acting products. Plans are under way to make the product suitable to the contemporary consumer.

For Headache



Body Pain segment

The changing lifestyle of the modern consumer, characterised by longer work hours, poor ergonomics at the workplace and prolonged inactivity, has led to back and joint pain which are the leading causes for visit to doctor's office (internal data from our Pain Clinics). This has led to a rapid increase in per capita usage of pain management products. A further increase in advertisements of allopathic pain management formulations by large pharmaceutical firms has created more awareness in the category and has driven consumer trends. The spurt in marketing activity has created several segments in the minds of the consumer who uses different products for different pains.

For Body Pain



The Body portfolio boasts of three brands viz. Amrutanjan Back Pain Roll-On, Amrutanjan Body Pain Crème and Amrutanjan Joint Muscle Spray. Operating in a growing segment, Amrutanjan Back Pain Roll-On (ABPRO), with a unique natural formulation more effective than its allopathic counterparts, has been a star in the list. Buoyed by favourable customer response and an aggressive marketing campaign, the brand grew by over 300%. Priced at a premium and sold in just one size, your brand could garner a lot of trials and awareness across the country. In a segment dominated by Volini, Moov and Omni Gel and new competition from the house of P&G and Novartis in 2014, your brand showed promise and performed better than the new peers despite relatively lesser marketing spends. The brand is set to achieve newer heights and rake higher revenues than some of its counterparts in the year 2015-16.



Congestion Management

Our Relief brand operates in the Congestion space with offerings in cough syrups, lozenges, rubs and inhalers. This is a category

Management Discussion and Analysis Report (contd.)

For Congestion



dominated by one player with very large investments in brand. We are passively managing this brand as it requires larger investments to counter the competition's spends. We will pursue this category aggressively in the coming years as we will be able to allocate more investments.

Feminine Hygiene Category

The Feminine Hygiene category is one of the largest and fastest growing segments of the OTC industry. The penetration level of the category is at only 20% and the industry is served by a duopoly of brands. This is fast changing with both Indian and multinational FMCG companies recognizing the potential for growth as more Indian women switch from using traditional methods to modern technologies to serve their hygiene needs.



Your company has entered this category with the Comfy brand of napkins in 2011-12 but had mixed success owing to supply chain issues. This year we have entered into a long term agreement with a multinational supplier and foresee a sustainable supply agreement that could facilitate the building of the brand.

Our focus for brand and distribution expansion will primarily be in towns of population below 10 lakhs.

Modern Format Store Focus

The number of Modern trade outlets in which Amrutanjan products available has increased from 4250 to 5100. The turnover through modern trade has increased from Rs. 607 Lakhs to Rs. 767 Lakhs (26 % growth) in OTC segment. This is a considerable improvement over the last 3 years.

Region	Sales (₹ In Lakhs)		
	2012-13	2013-14	2014-15
South	355	460	593
West	58	98	120
North	13	22	19
East	28	27	35
Total	454	607	767



Visibility drive to show case the Amrutanjan range of products have been initiated in 650 stores across all the region through FSU (Floor Standing Unit shown above) and Parasite as done in the last year.

Distribution

In the year 2009-10, your company launched a distribution restructuring program to increase direct coverage of retail outlets. This was a critical step that facilitated the distribution of other products in the retail outlets which used to sell only 9 ml balm. The year 2014-15 saw a renewed focus on rural distribution to tap the immense underlying potential. The towns were divided into two classes based on population viz. the towns which have a population of more than 5 lakhs and the ones which have less than 5 lakhs. The individual brands were accorded different focus in different towns as per the respective potential of the towns. Further focus in rural distribution led to addition of more towns under direct distribution and an increase of 26% in revenue from these towns. Your company has segmented the retail outlets into different categories and classes and accorded higher focus to grocery outlets in larger towns.

Marketing

Head Range

New Amrutanjan Strong Pain Balm Double Power

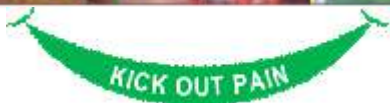
Your company's management has recognized the need to strengthen and grow its entire range of pain products to counter competitive pressures and to better serve the consumer. As stated already over the years, there is a shift in consumer preferences towards fast-acting pain balms. This phenomenon has driven the growth in Rx products.

To address the drop in share of the flagship Amrutanjan Balm (yellow) and to enter new markets in the Eastern and Western region as well as parts of AP and Karnataka, we have reformulated and re-launched the Amrutanjan Faster Relaxation Balm(white) along with a campaign targeting semi-urban and rural women. The product was launched with increased active ingredients and under the new name Amrutanjan Strong Pain Balm-Double Power along with a high decibel ad campaign. In addition we are actively targeting consumers directly with free samples to initiate trials as the advertisement runs on TV to reinforce the message. This model of trials with awareness on mass media is a model that has helped us with other recent launches positively.

Management Discussion and Analysis Report (contd.)

Communication

Your company had developed a new television communication for the products in both the head and body range with “Kick Out Pain” theme to establish the Positioning of Aromatic Balm for everyday headaches, Strong balm for Strong Headache and Back pain and Roll-on for Headaches on the go.



Headache Faster Relaxation Roll-On Flow Wrap packaging

Your Company launched the Amrutanjani Headache Faster Relaxation Roll-on 10ml SKU in an all-new attractive flow wrap packaging. The new pack has the advantage of high visibility in retail outlets and is easier to stack in the retail outlets. The new pack received an encouraging response from the trade and consumers.



Body Marketing

To break the clutter of similar looking products across different categories, your brand assumed a new identity owing to a rebranding exercise. The brand saw a differently shaped and relatively bigger bottle which stands out at the retail counter and catches the eyes of the potential customers. The bigger size allows more space for Brand-name and enough room for communication of value proposition.

Exports

Amrutanjani Health Care- Grow Global Vision:

Amrutanjani enjoys tremendous brand equity globally due to the Indian diaspora living in all corners of the globe. Our consumer contact email address gets mails from even non-Indians having heard the potency of the Amrutanjani products- old and new. Our website is also aiding this awareness. Our vision is to sell the product in every continent.

There was a story in the press that when Mr. Viswanathan Anand, Grandmaster of Chess, met the yesteryear Grandmaster from US Mr. Bobby Fischer in Iceland for an exhibition match, the US Grandmaster had reportedly asked Mr. Anand, “Have you brought a bottle of Amrutanjani with you?” This is the rich legacy that Amrutanjani has built over a century.

We have over the last two years actively registered our products across Africa, Middle East and parts of East Asia. At the moment Uganda is the biggest importer of our products.

The initiative taken in the last two years resulted in the business of ` 3.59 crores during 2014-15 as against ` 1.51 crores during 2013-14.

2014-15 sales:

Market	Sales(` in Lakhs)	
	2013-14	2014-15
Africa	63	246
Middle East	30	89
South East Asia	30	10
Other Markets	27	13
Total	150	358

SCM (Supply Chain Management)

We wish to use this space to showcase of expenditure control and gross margin improvement methods via smart procurement and product design:

In OTC division, FY 2014-15 was found to be favorable when compared to FY 2013-14 particularly for menthol, crude and forex (marginal impact) prices.

- As in previous FY, for menthol, we continued short term contract with multiples sources, which resulted in reduced average purchase price of ` 1002 per kg when compared to ` 1283 per kg and on account of this we saved ` 250 lakhs as compared to last year.

In Beverages division, in this FY, though the input price for mango pulp went up significantly (35% increase in price as compared to last year) due to poor crop of mango, we could minimize the impact by carrying out the following activities:

- In PET(plastic bottle) pre-form, changeover from long neck to short neck was carried out along with weight reduction which resulted in savings of ` 13 lakhs
- Sugar procurement was done from multiple manufacturers through healthy competition which resulted in savings of ` 3 lakhs
- To reduce outbound logistics cost, throughput per truck was increased and ‘regional sourcing’ was introduced in eastern zone which resulted in savings of ` 4 lakhs.

Indian Beverage Industry

Indian beverage industry is valued at ` 33,670 crores. It comprises of carbonated drinks, juices, bottled water, ready-to-drink tea and coffee, and sports drinks. This category is part of the ` 2,44,000 crores FMCG industry. The Fruit juice segment of Juice category is valued at Rs. 8000 crores while the carbonated drinks segment stands at ` 25,000 crores.

The category is dominated by Pepsi and Coke who enjoy duopoly like market shares of almost 70% with Parle Agro (Frooti) coming to a distant third place and local players claiming the rest of the share.



Management Discussion and Analysis Report (contd.)

Amrutanjan Pain Services Business

The Pain Experts are here!

Amrutanjan APMC which was started in 2011 is Chennai's first and only comprehensive pain management center, established by a 120-year old corporate. This is a specialized center for pain management that brings together medical specialists from various disciplines to formulate a customized allopathic cure for each patient. This helps patients manage pain without having to resort to surgery or invasive procedures. This technology intensive center brings the best of advanced pain management procedures which is a well established practice in the U.S.A. It currently operates five centers in Chennai, T. Nagar, Mylapore, Madipakkam, Chrompet and Perambur. All these centers have state-of-the-art infrastructure and since operations started, they have successfully treated over 7500 patients.

You can avoid surgery with proper pain management

Pain makes many people resort to surgery. However, on analysis, in almost 90% of the cases surgery can be completely avoided. Proper pain management not only helps you avoid surgery but is 60% cheaper as well. It also saves you from unnecessary trauma and disruptive impact surgery can have on your day-to-day activities.

Customized pain management

Amrutanjan APMC understands that each patient's pain is unique. A one-size-fits-all approach would never work and so each patient's medical history is carefully scrutinized by a team of doctors, evaluated and based on tests performed, a customized program is developed. This ensures that it will suit his/her physiological and unique needs with the help of a qualified team of medical practitioners.

II. CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act and the rules made there under insists on Corporate Social Responsibility. However Amrutanjan has strong roots in social causes as evidenced by the work done by its founder Dessodarak Nageswararao Pantulu. The community park named after our founder and situated adjacent to our corporate office in Chennai is an example of his generosity as this was donated by him for the use and well being of citizens and families. Till today these values continue with the company as it supports social causes spanning rural development and animal rights. Your company supports People for Animals, an organization for welfare of Animals and Arogyamalyam, a rural clinic in Kodaikanal. Your Company also supports the organization IIMPACT, which is helping poor girls get better education.

Amrutanjan Limited has been helping IIMPACT in providing education to out-of-school girls in five villages of Jaunpur District in Uttar Pradesh. Under this project, IIMPACT is providing high quality primary education to over 150 girls, in the age group of 6-14 years. The project is operational in the following villages

1. Malethu
2. Noorpur
3. Sirauli
4. Raibhanpur
5. Hirapatti

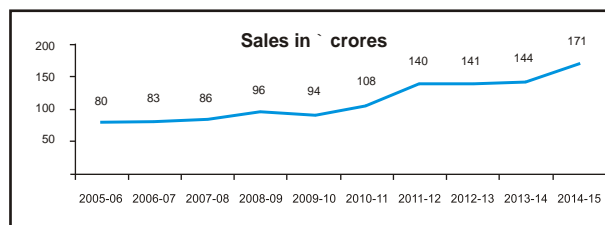


III. OPPORTUNITIES AND THREATS

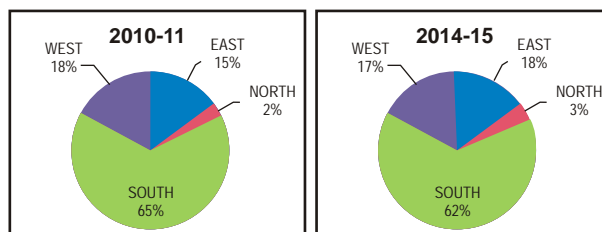
1. OTC

The Rubefacient category is the core area of business of your company. This somewhat dormant category has become highly competitive in the recent years due to consumer needs shifting and also from the Rx to OTC switch by large pharmaceutical brands.

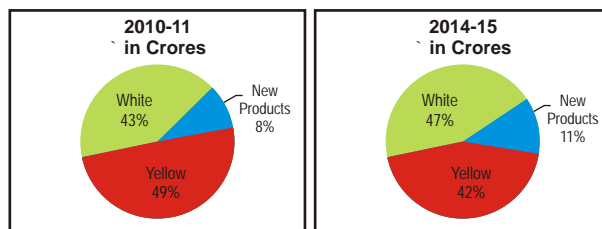
Your company has a highly focused business strategy based on distribution, consumer centric product offering and brand investments. This has resulted in CAGR of 12.83 % in the past five years (2010-2015) compared to the 4.31% CAGR of the previous five years (2005-2010).



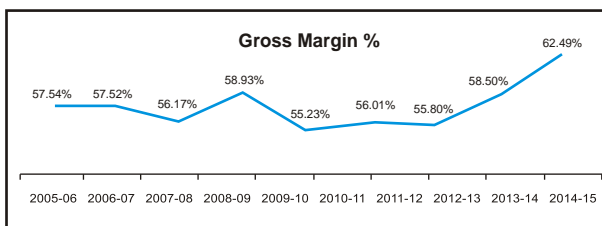
Regional sales skew over last 5 years



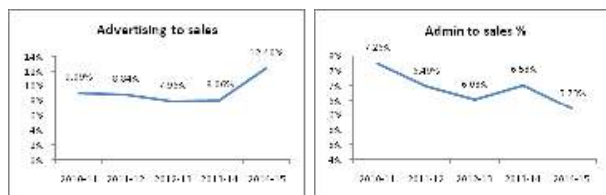
Product wise sales skew over last 5 years



Your company has embarked on operating cost control efforts and invested these proceedings into brands as evidenced by chart below (Advertisement to sales). These savings have come from areas as diverse as COGS (Chart showing Gross Margin %) and Administrative overheads as well (Administrative expenses to Sales).



Management Discussion and Analysis Report (contd.)



The threats we foresee is increasing competitive pressures from new entrants with unique distribution and technological capabilities (Rx brands) as well as internal abilities to scale up our new launches and demographic expansion strategies.

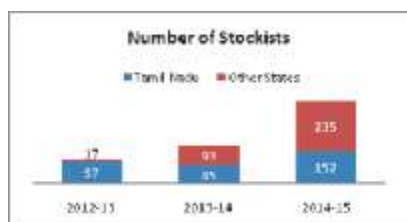
Our brand Amrutanjana with its 122 years of existence enjoys a position of trust and equity with consumers that is matched by none and has a core competitive advantage due to its platform of natural healing. This cannot be replicated by an allopathic brand. Our core execution capabilities have also been steadily improving as evidenced by data presented in sections above. Building a successful business for the long term is a marathon and not a sprint and we are continuously building on our strengths and working towards eliminating weaknesses.

2. Non Carbonated Beverages (Fruitnik)

There is an opportunity for a regional brand to build market position in this industry as evidenced by the success of the recent listing of a regional domestic brand. The duopolies of Coke and Pepsi have their own structural issues as they fight consumers increasingly moving away from carbonated products to fruit-based beverages. Your brand Fruitnik has tested very high in taste and quality in blind tests compared to the top brands. This is evidenced by the positive initial rate of success we have experienced in our launch last year in Orissa and West Bengal.

We have to recognize that this is a long term business building effort as we develop distribution capabilities in new states as well as brand awareness. The data below underscores our efforts in brand and distribution.

Year	No. of Stockists		
	Tamil Nadu	Other States	Total
2012-13	97	17	114
2013-14	85	93	178
2014-15	152	235	387



Further, we have developed a strategy that we follow in our OTC business of distribution segmentation and product segmentation. For instance we have a Rs 10 small pack to enter new markets while we focus on the more profitable larger volume pack for bigger towns.

The continuous challenge is the volatility in key input prices, high distribution costs as well as aggressive market controlling measures from the larger players.

SEGMENT-WISE PERFORMANCE

	(` In Lakhs)	
	2014-2015	2013-2014
OTC		
Sales	14,256.44	12,330.80
Segment Results	2,844.31	2,592.88
Capital Employed	5,387.06	4,336.39
BEVERAGES		
Sales	1,997.03	1,420.92
Segment Results	(271.19)	(282.95)
Capital Employed	765.06	1,059.13

IV. RISK AND CONCERNS

OTC

The external macro environment is a general concern to all companies. The volatility in cost of key input materials can have adverse affects on profit margins.

Non-Carbonated Beverages

The regulators, owing to the fact that it is a food product, closely scrutinize the industry and manufacturers have to constantly develop systems and controls to ensure that consumer safety is always at the forefront. The volatility in cost of key input materials is a concern here as well.

V. OUTLOOK

Your company has delivered top line and bottom line growth for two consecutive years (and four out of last five) owing to success in new product launches, expansion into new geographies and channels, cost control measures as well as overall execution improvement. We have as an organization doubled our business in the last seven years and continue to focusing on building a sustainable competitive corporation for the long term. We wish to focus on areas of product development and talent development as keys to long term growth.

VI. RISK MANAGEMENT SYSTEM

Your Company has implemented a Risk Management System in consultation with a leading Chartered Accountants Firm. Risk registers are created to ensure that the process controls are maintained consistently. Risk Based Internal Audit is being done. Your Company has a Risk Management policy in place and the same is hosted on the website of the Company.

Management Discussion and Analysis Report (contd.)

VII. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has policies and procedures for every transaction which are strictly followed. Advanced tools and techniques are used, as far as possible, by your Company, to implement control systems. Proper and adequate internal control systems have been put in place by your Company to safeguard and protect all its assets against loss from unauthorized use or disposition. This further ensures that transactions are authorized, recorded and reported correctly. All the issues and observations raised/made by the internal auditors are suitably addressed, acted upon and followed up.

VIII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's Financial performance with respect to operational performance can be enumerated as below.

	(` In Lakhs)	
	2014-2015	2013-2014
Sales from Operations	16,332.58	13,883.58
Other Income	455.26	283.71
Total Income	16,787.84	14,167.29
Total Expenditure	13,850.50	11,551.31
PBIDT	2,937.34	2,615.98
Depreciation	235.18	320.22
PBIT	2,702.16	2,295.76
Interest	46.47	170.40
PBT	2,655.69	2,125.36
Current / Earlier year Income Tax	920.00	715.00
Deferred Tax	7.17	(41.97)
PAT (Before Extraordinary Item)	1,728.52	1,452.33
Extraordinary Item	-	-
PAT (After Extraordinary Item)	1,728.52	1,452.33
Key Financial Ratios (expresses as %)		
PBIDT/ Net Sales	17.98%	18.84%
PBIT/Sales	16.54%	16.54%
PBT / Total Income	15.82%	15.00%
PAT / Total Income (before extraordinary item)	10.30%	10.25%
PAT/Total Income (after Extraordinary Item)	10.30%	10.25%

IX. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

Amrutanjan has invested in identifying, developing and engaging the employees of the company who are the key resources. Your company had total employee strength of 554 as on 31st March, 2015 which includes OTC, Beverages and Amrutanjan Pain Management Centre

The Human Resource function had the following challenges during the year:

Human capital

Your Company believes in acquiring, cultivating and retaining human capital. There is a bigger need for organizations to retain talent and AHCL empowers its employees by giving them ample opportunities to enrich and nourish their work abilities and talents. Your Company through its various interventions/initiatives has groomed and has retained its employees as a continual process.

Our performance management system has undergone various changes and the present system is a comprehensive scheme by which employees can be assured of a transparent system which reflects their performance and your Company believes in inculcating talents among employees and promote/elevate them to various positions within the organization. Performance Management System in the company focuses on the skill development of a particular position and through which your company has been able to retain the high potential employees.

Talent Acquisition

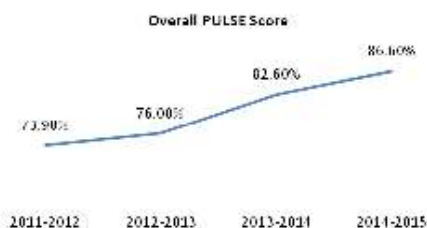
Sourcing right talent is the biggest challenge for any company today, lack of talent for the right job has created a huge gap in the acquisition of talent which resulted in revenue loss. Your Company has been able to assess the requirements and the talents required for working propositions for a particular job and we are using behavioral tools for assessing the candidates which helps the recruitment at a faster rate which means quick decisions can be taken. "Right people at the right place and at the right time". Young management graduates from IIMs have joined in the departments of Finance and Marketing indicating an organization that is seen as a career enabler by many. We wish to be in the "best places to work" list someday.

Leadership

Amrutanjan as a company believes and empowers its employees to enhance the quality of leadership within the company. Development of leadership skills has been done through a measure of setting up an Assessment Centre for identifying the future leaders as part of Succession Planning.

Employee Engagement

Higher the level of engagement among employees; higher the value of their output. Amrutanjan has established a process of measuring the engagement levels among employees through a survey called the "PULSE", the reports of which emphasis the areas of development, which needs to be concentrated by the HR for better performance in the years to come.



Management Discussion and Analysis Report (contd.)

Rewards and Recognition

The Company constantly creates new incentive programs to motivate the sales force towards achieving their goals and rewarding them for the same. Your company has a vibrant variable pay policy which measures the Company's performance and the individual performance for disbursement of the variable pay. The Company would be benefited from the good performance of the individual and vice versa. Long service of employees is being valued and recognized to motivate other employees to stay and build a career within the company.

Relationship with Union

Amrutanjan has excellent relationship with its affiliated Union, Amrutanjan Health Care Limited Employees' Union. It has cordial relationship with the Union and they are taken into confidence on IR issues whereby no conflicts arises between the Union and your management.

With the full support of the Union your factory is being shifted to the new location for better infrastructure facility and work environment due to new location located at the industrial area.

The Company is poised for growth in the coming years and the Human Resources practices at Amrutanjan is fully in tune with the business requirements of the organization.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the ambit of applicable laws and regulations. Actual results, performance and achievements might differ substantially or materially from those expressed or implied. The Company's performance could also be affected due to the failure of monsoon which in turn may increase the input costs, major political and economic changes in India and changes in tax laws.

For and on behalf of the Board

S. Sambhu Prasad
Chairman and Managing Director

Place : Chennai

Date : 13th August, 2015

I. OUR CORPORATE GOVERNANCE PHILOSOPHY

Amrutanjan focuses Corporate Governance as a key driver of sustainable corporate growth and a powerful medium to achieve the company's goal of maximizing value for all its stakeholders. Sound corporate governance strengthens investors' trust and enables the company to fulfill its commitment towards the customers, employees and the society in general. Amrutanjan believes that the primary objective is to create and adhere to a corporate culture of conscience empowerment, accountability and independent monitoring. The company's philosophy is based on the key elements in corporate governance viz., transparency, disclosure, supervision and internal controls, risk management, internal and external communications, accounting fidelity, product and service quality. The company has a strong legacy of fair and ethical governance practices.

II. BOARD OF DIRECTORS**a. Changes during the Year**

Dr. S. Vydeeswaran was appointed as Independent Director of the Company by the Shareholders at the Annual General Meeting held on 22nd September, 2014. During the year under review Mr. A. Satish Kumar, Independent Director of the Company has stepped down from the Board effective from February 23, 2015. Apart from the above, there was no other change in the constitution of the Board of Directors of the Company.

b. Composition, Category, Size of the Board

The Board of Directors of the Company is well balanced and comprises of a Chairman & Managing Director, Non- Executive Directors and Independent Directors all of whom are professionals. As on March 31, 2015, there were six Directors on the Board, out of which three were Independent, two were Non- Executive and one Executive Director who is the Chairman cum Managing Director.

None of the Directors of the Board is a member of more than 10 Committees or a Chairman of more than 5 Committees (as specified under clause 49) across all Companies in which he/she is a Director. All Directors have made necessary disclosures regarding their Directorship and Committee positions occupied by them in other Companies.

The details of other Directorships, positions held either in Committees of Board of Directors as well as attendance at Board Meetings/Annual General Meeting are as follows:

Name of the Director	Category status/Designation	No of Board Meetings		No of Directorship held in other Companies#	No of Committee Membership held in other Companies ^	Attendance at the Last AGM
		Held	Attended			
Mr. S. Sambhu Prasad Chairman & Managing Director	Promoter/Executive Director	4	4	-	-	Yes
Mr. D. Seetharama Rao [§]	Promoter/Non-Executive Director	4	4	-	-	Yes
Dr. Pasumarthi S.N.Murthi	Promoter/Non-Executive Director	4	4	-	-	Yes
Dr. H.B.N.Shetty	Non-Executive/Independent Director	4	4	-	-	Yes
Mr. A.Satish Kumar*	Non-Executive/Independent Director	4	4	3	3	Yes
Dr. Marie Shiranee Pereira	Non-Executive/Independent Director	4	3	-	-	Yes
Dr. S. Vydeeswaran [@]	Non-Executive/Independent Director	4	2	-	-	Yes

@ Dr. S.Vydeeswaran was appointed as an Independent Director at the Annual General Meeting held on 22nd September, 2014

* Mr. A. Satish Kumar resigned and ceased to be a Director w.e.f 23rd February, 2015

§ Mr. D. Seetharama Rao passed away on 13th April, 2015

^ includes Membership of Audit Committees and Investor Grievance Committee as per clause 49 of the Listing Agreement

does not include Private and Foreign Companies and Section 8 Companies.

REPORT ON CORPORATE GOVERNANCE (Contd.)

c. Number and dates on which the Board meetings were held

During the Financial year 2014-15 the Board met four times. The maximum time gap between two board meetings was not more than 120 days. The Board Meetings were held on the following dates:

- i. 30th May 2014
- ii. 12th August 2014
- iii. 27th October 2014
- iv. 5th February 2015

d. Information supplied to the Board

Detailed agenda notes are sent to each Director well in advance before the Board and Committee meetings. The agenda items inter-alia include Secretarial & Legal Compliance matters, business matters and financial reporting. A business review presentation is made at each Board Meeting to apprise the Directors and the Senior Management team about the performance of the Company. The Board provides strategic direction and strategy to improve the performance of the Company. Business plans, annual operating and capital expenditure budgets, are also placed and reviewed by the Board along with the senior management team of the Company.

e. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for the Directors and Senior Management Personnel of the Company. The Code has been posted on the Company's website www.amrutanjan.com. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as on March 31, 2015. A declaration to this effect signed by the Chairman & Managing Director forms part of this report.

f. Compliance Structure

The Board also periodically reviews status of compliance of various laws applicable to the Company and also the initiatives taken to improve the standards of compliance adherence.

III. COMMITTEES OF THE BOARD:

a. Audit Committee:

In Compliance of the provisions of Section 177 of the Companies Act, 2013 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has a qualified and independent Audit Committee at the Board level. The Audit Committee performs the functions and role in accordance with Section 177 and Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

Composition

As on 31.03.2015 the Audit Committee comprised of three directors. All the members of the committee have good knowledge of finance, accounts and business management. The Composition of the Audit Committee is in compliance with the requirements of Sec. 177 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement. The Audit Committee at present consists of four directors as its members.

1. Dr.H.B.N.Shetty - Member
2. Mr. S. Sambhu Prasad - Member (appointed w.e.f 15th April, 2015)
3. Mr. A. Satish Kumar - Member (Ceased w.e.f 23rd February, 2015)
4. Mr.D.Seetharama Rao - Member (Demised on 13th April,2015)
5. Dr. Marie Shiranee Pereira - Member
6. Mr. V. Swaminathan - Member (appointed w.e.f 15th May, 2015)

The Chairman of the Audit Committee is an Independent Director. The Chairman of the Audit Committee was also present at the previous Annual General Meeting, as mandated under the listing agreement, to answer shareholder queries. All the members of the Audit Committee are financially literate and all of them have accounting and related financial management expertise.

Terms of Reference

The terms of reference for the Audit Committee basically flows and covers all the areas as stipulated under Sec. 177 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and clause 49 of the Listing Agreement. This inter-alia includes the following:

1. Oversight of Company's financial reporting processes.
2. Reviewing the quarterly / annual financial results, financial statements before submission to the Board for approval, with particular reference to accounting policies & procedure, major accounting policies, related party transactions.

REPORT ON CORPORATE GOVERNANCE (Contd.)

3. Recommending to the Board, the appointment / re-appointment of Statutory Auditors and Internal Auditors and fixation of audit fees.
4. Approving internal audit plan and reviewing efficacy and adequacy of internal control systems /function.
5. Discussion with internal auditors and review of internal audit reports at quarterly intervals.
6. Discussions with external auditors about the scope of audit including the observations of the auditors.

Meetings & Attendance

During the year under review, the Audit Committee met 4 times on 30th May 2014, 12th August 2014, 27th October 2014, 5th February 2015. The details of the attendance of the Committee members are as follows:

Attendance of each member at the Committee was as follows:

Name of the member	Category	No of meetings attended
Dr.H.B.N.Shetty	Independent Director	4
Mr.A.Sathish Kumar	Independent Director	4
Mr.D.Seetharama Rao	Non-Executive Director	4
Dr. Marie Shiranee Pereira	Independent Director	3

b. Nomination and Remuneration Committee:

I. Constitution of Nomination and Remuneration Committee

Nomination and Remuneration Committee presently comprises of three members as per details in the following table:

Name	Category
Dr. H.B.N. Shetty	Non-Executive/Independent Director
Mr. D. Seetharama Rao (Demised on 13th April, 2015)	Promoter/Non- Executive Director
Dr. Pasumarthi S.N. Murthi	Promoter/Non- Executive Director
Dr.S. Vydeeswaran (w.e.f 5th Feb,2015)	Non-Executive/Independent Director

The Nomination Remuneration Committee has been constituted to recommend / review the appointment and remuneration of senior managerial personnel. The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013.

i) Remuneration to Non-Executive Directors

Non-executive directors are eligible for 1% commission per annum on the net profits of the Company w.e.f.1st April 2010, which was approved by the shareholders at the AGM held for the Financial Year 2010. The term of approval for the payment of commission granted by the Shareholders of the Company expired on 31st March, 2015 and hence the Company is seeking fresh approval for a further period of five years at the ensuing Annual General Meeting.

The sitting fees paid for the year ended 31st March, 2015 to the Directors are as follows:

Name of the Director	Amount (in `)
Mr.D.Seetharama Rao	1,50,000
Dr.Pasumarthi.S.N.Murthi	90,000
Dr.H.B.N.Shetty	1,50,000
Mr. A. Sathish Kumar	90,000
Dr. Shiranee Pereira	67,500
Dr.S. Vydeeswaran	30,000

REPORT ON CORPORATE GOVERNANCE (Contd.)

ii) Shareholding of Non-Executive Directors

Name of the Director	Category	No of shares held
Mr.D.Seetharama Rao	Promoter/Non-executive Director	2,40,450
Dr.Pasumarthi.S.N.Murthi	Promoter/Non-executive Director	3,32,195
Dr.H.B.N.Shetty	Non-Executive&Independent Director	-
Mr.A.Sathish Kumar	Non -Executive and Independent Director	-
Dr. ShiraneePereira	Non -Executive and Independent Director	-
Dr.S. Vydeeswaran	Non -Executive and Independent Director	-

c. Stakeholders Relationship Committee

The Company has constituted a Stakeholders Relationship Committee to address various matters relating to investors' servicing and grievances in connection with transfer of shares etc.

Composition

As on 31st March, 2015, the Stakeholders Relationship Committee consists of Dr. H.B.N. Shetty and Mr. D. Seetharama Rao, Dr. H.B.N. Shetty is the Chairman of the Committee. The committee met four times during the year under review on 30th May 2014, 12th August 2014, 27th October 2014, 5th February 2015. Attendance of each member at the committee was as follows:

Name o the member	Category	No of meetings attended
Dr.H.B.N.Shetty	Independent Director	4
Mr.D.Seetharama Rao	Promoter / Non-Executive Director	4

The said Committee was reconstituted on 15th April, 2015 pursuant to the sad demise of Mr. D. Seetharama Rao and in his place, Dr. S. Vydeeswaran, Non-Executive and Independent Director was appointed as a Member of the Committee with effect from 15th April, 2015.

Terms of Reference

The terms of reference of the Stakeholders Relationship Committee includes:

- Review of the mechanism implemented for redressal of shareholders' and investors' grievances.
- Overseeing the performance of the Registrar and Transfer Agents of the Company and recommending measures for improvement in the quality of investor services.

The total number of complaints received and resolved to the satisfaction of the shareholders during the year under review was 12. No request for transfer is pending as on 31st March, 2015, except those that are pending in various courts.

d. Share Transfer Committee

As on 31st March, 2015, the committee consists of four members. Dr.H.B.N.Shetty, Mr.D.Seetharama Rao, Dr.Pasumarthi, S.N.Murthi and Mr.S.Sambhu Prasad. Dr.H.B.N.Shetty is the Chairman of the Committee. During the year under review, the committee met 4 times on the following dates :

- 30th May 2014
- 12th August 2014
- 27th October 2014
- 5th February 2015

Attendance of each member committee is as follows:

Name of the member	Category	No of meetings attended
Dr.H.B.N.Shetty	Independent Director	4
Mr.D.Seetharama Rao	Promoter/Non-Executive Director	4
Mr.Pasumarthi.S.N.Murthi	Promoter/Non-Executive Director	4
Mr.S.Sambhu Prasad	Promoter & Executive Director	4

The Committee approves the transfer, transmission, transposition of shares, issue of duplicate share certificates and allied matters. The Company's Share Transfer Agents, Cameo Corporate Services Limited has adequate infrastructure to process the above matters.

REPORT ON CORPORATE GOVERNANCE (Contd.)

e. Corporate Social Responsibility Committee :

The Board of Directors at their meeting held on 27th October, 2014 constituted the CSR Committee comprises of :

Sl.No.	NAME OF THE DIRECTOR	DESIGNATION	MEMBERSHIP
1.	Mr. S. Sambhu Prasad	Chairman & Managing Director	Member
2.	Dr.H.B.N.Shetty	Independent Director	Member
3.	Dr. S. Vydeeswaran	Independent Director	Member

The purpose of the Committee is to formulate and monitor the CSR policy of the Company.

The CSR Committee has adopted a policy that intends to protect Animal Welfare , Promoting Education and empowering women and so on as provided under Schedule VII of the Companies Act, 2013. Some of the key initiatives of the Company as CSR Spend are as follows :

1. "PEOPLE FOR ANIMALS"

People for Animals also known as PFA is India's largest animal welfare organization with a nationwide network of 26 hospitals, 165 units and 2.5 Lakh members. PFA works to rescue and rehabilitate sick and needy animals. PFA set up and run shelters, ambulance services, sterilization programs, treatment camps and disaster rescue missions for animals. They conduct education programs in schools, fight cases in court and lobby on animal issues in parliament. At present, PFA has a nationwide network of 165 units, 26 hospitals and 60 mobile units.

Amrutanjan's CSR Spend on PFA : ` 12 Lakhs per annum

2. IIMPACT :

Mission : Impact's mission is to mobilize and motivate non-school-going girls aged 6 to 14, from socially and economically backward rural areas in India, and put them firmly on the track for formal education through quality primary education.

Vision: Impact's vision is to transform the lives of women, families, and entire communities in India by educating and empowering the girl child.

Impact's impact: Girls now want to work and uplift the living standards of their families. They now have the ability to bring unprecedented social and economic change within their families and communities.

Amrutanjan's CSR Spend on PFA : ` 5 Lakhs per annum

The CSR Committee met on 5th February, 2015 to oversee the activities, programs and execution of initiatives as per the predetermined guidelines of the Board and had approved the CSR Spend to comply with the provisions of Section 135 read with rules and Schedule VII of the Companies Act, 2013.

Compliance Officer of the Company

During the year under review, Mr. S. Sriram was the Compliance Officer for the purpose of Listing Agreement.

COMPLIANCE

A certificate from Practising Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges forms part of this Annual Report.

IV. GENERAL BODY MEETINGS:

a. Date, time, venue of the last three Annual General Meetings and details of special resolutions passed in the last three Annual General Meetings

DETAILS OF GENERAL MEETINGS

Location and time, where Annual General Meetings (AGMs) in the last three years were held:-

Year	AGM/EGM	Date	Venue	Time
2011-2012*	AGM	27th September, 2012	Narada Gana Sabha (Sathguru Gnananandha Hall), No:314(Old No:254), T.T.K.Road, Chennai-18	10.30 A.M.
2012-2013	AGM	8th August, 2013	Narada Gana Sabha (Sathguru Gnananandha Hall), No:314(Old No:254), T.T.K.Road, Chennai-18	10.30 A.M.
2013-2014#	AGM	22nd September, 2014	Narada Gana Sabha (Sathguru Gnananandha Hall), No:314(Old No:254), T.T.K.Road, Chennai-18	10.15 A.M

2011-2012* A Special resolution was passed pursuant to the provisions of Section 31 of the Companies Act, 1956 to alter the Authorized Share Capital of the Company pursuant to Sub-Division of Equity Shares of the Company from Rs. 10/- to Rs.2/-per Equity Shares.

REPORT ON CORPORATE GOVERNANCE (Contd.)

- 2013-2014#
- i. A special resolution was passed pursuant to section 14 and any other applicable provisions of the Companies Act 2013
 - ii. A special resolution was passed pursuant to section 180(1)(c) to enable the Board of Directors to exercise borrowing powers.
 - iii. A special resolution was passed pursuant to section 180(1)(a) of the Companies Act 2013 for enabling the Board to mortgage and charge immoveable/moveable properties of the company
 - iv. A special resolution was passed for ratification in terms of section 148 and other applicable acts of the Companies Act 2013 for approval of remuneration of Mr.G.Thangaraj, Cost Auditor.

V. DISCLOSURES

- a. Details of transactions of material nature with any of the related parties as specified in Accounting Standard 18 issued by the Institute of Chartered Accountants of India have been reported in the notes on accounts.
- b. The Company has complied with all the requirements of regulatory authorities and no penalties / strictures were imposed on the Company by the Stock Exchanges or SEBI, or any Statutory Authority on any matter related to capital markets, during the last three years.
- c. The Company has not denied access to any personnel to approach the Management or the Audit Committee on any issue.
- d. Details of compliance with Mandatory Requirements:
 - (i) Code of Conduct: The Company has laid down procedures to be followed by the Members of the Board and Senior Management Personnel for ethical professional conduct.
 - (ii) CEO / CFO Certification: The CEO / CFO Certification of the Financial Statements and the Cash Flow Statement for the year are attached and form part of the Annual Report.

MEANS OF COMMUNICATION

Your Company recognizes the importance of two way communication with shareholders and of giving a balanced report of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

A. Quarterly Results

The approved financial results are forthwith sent to the Stock Exchanges where the shares are listed and are displayed on the Company's website www.amrutanjan.com and are generally published in Financial Express (English) and Makkal Kural (Regional language), within forty eight hours of approval thereof.

B. News Releases, Presentations, etc.

Official news releases and presentations made to media, institutional investors, analysts, etc. are displayed on the Company's website www.amrutanjan.com

C. Website

The Company's website www.amrutanjan.com contains a separate dedicated section 'Investors' where shareholders information is available. Quarterly Results, Annual Reports, Code of Conduct and Ethics, Presentation to Investors and Shareholding Pattern are also available on the website in a user friendly and downloadable form.

D. Annual Report

The Annual Report containing inter-alia the Audited Annual Accounts, Consolidated Financial Statements, Board's Report, Auditors' Report, Corporate Governance Report and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Board's Report.

E. Designated Exclusive Email ID:

The Company has designated the E-mail ID viz.: investors@amrutanjan.com exclusively for investor servicing. This E-mail ID has been displayed on the Company's website www.amrutanjan.com.

REPORT ON CORPORATE GOVERNANCE (Contd.)

VI. GENERAL SHAREHOLDER INFORMATION

AGM date, time and venue	: 18th September, 2015 10.15 A.M at Narada Gana Sabha, No.314, TTK Road, Chennai 600 018.
Financial Calendar	: 1st Quarter 1st April to 30th June 2nd Quarter 1st July to 30th September 3rd Quarter 1st October to 31st December 4th Quarter 1st January to 31st March
Date of Book Closure	: 12th September, 2015 to 18th September, 2015(both days inclusive)
Dividend Payment Date	: After 18th September, 2015 but within the statutory time limit of 30 days
Registered Office	: No.103, (Old No.42-45) Luz Church Road, Mylapore, Chennai – 600 004
Website	: www.amrutanjan.com

Listing on Stock Exchanges

The Company's shares were listed on Madras Stock Exchange Limited and post shutting down of operations of Madras Stock exchange during 2014 the shares have now been directly enlisted on the National Stock Exchange of India Limited with effect from January 2015. The shares of the Company are also permitted to be traded under the permitted securities category on the Bombay Stock Exchange Limited.

Stock code/Scrip code& ISIN No:

Name of the Exchange	Scrip code
Bombay Stock Exchange Limited	590006
National Stock Exchange of India Limited	AMRUTANJAN
ISIN for Dematerialized Equity shares(NSDL and CDSL) :	INE098F01023

Market Price Data:

Stock Price data: Monthly High & Low during FY 2014-2015 in SENSEX

Month	Bombay Stock Exchange Ltd (BSE) (in ` per Share)		National Stock Exchange of India Ltd(NSE) (in ` per Share)	
	Month's high	Month's Low	Month's high	Month's Low
April 2014	151.60	125.40	151.70	125.20
May 2014	174.90	133.15	174.85	134.10
June 2014	189.50	150.00	190.00	151.90
July 2014	193.50	155.00	193.50	155.50
August 2014	244.50	172.00	244.80	172.00
September 2014	349.95	226.00	350.00	226.05
October 2014	321.80	255.05	321.60	254.75
November 2014	468.20	285.00	467.90	284.80
December 2014	530.80	409.00	530.95	410.10
January 2015	466.00	390.00	464.80	392.00
February 2015	492.00	408.00	494.80	405.20
March 2015	549.00	447.00	548.40	447.20

Registrar and Share Transfer Agents

Cameo Corporate Services Limited,
'Subramaniam Building', No.1, Club House Road, Chennai 600 002
Telephone No.: (044) 28460390. Fax No.: (044) 28460129
Email: cameosys@cameoindia.com.

REPORT ON CORPORATE GOVERNANCE (Contd.)

a. Share Transfer system:

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within the stipulated period from the date of receipt, if the documents are clear in all respects.

b. (i) Distribution of Shareholding as on 31st March 2015

Shareholding	Shareholders		Share Amount	
	Numbers	% to total		% to total
2 - 5000	17046	97.73	6273642	21.46
5001 - 10000	214	1.23	1553660	5.31
10001 - 20000	90	0.52	1323884	4.53
20001 - 30000	33	0.19	855300	2.93
30001 - 40000	14	0.08	482504	1.65
40001 - 50000	6	0.03	285470	0.98
50001 - 100000	19	0.11	1291774	4.42
100001 And above	19	0.11	17164396	58.72
Total	17441	100	29230630	100

(ii) Distribution of shares by category as on 31st March 2015

Category	No of shares held	Percentage(%)
Promoters	6371205	43.59
General public and others	5983501	40.94
Body corporate	911836	6.24
NRIs	128158	0.88
Banks/ FI	15680	0.11
FII	22696	0.16
Trusts	5001	0.03
Clearing Member	15170	0.10
Mutual Funds	158228	1.08
Directors/ Relatives	1003840	6.87

c. Dematerialization of shares and liquidity

The shares of the Company are in compulsory demat mode and are available for trading in the depository systems of both NSDL & CDSL. As on 31st March, 2015, 13,399,398 Equity shares representing 91.68% of the total number of shares are in dematerialized form.

d. Plant Location

OTC Divisions		Beverage Division
No:103(Old No:42-45), Luz church Road, Mylapore, Chennai-600 004. Tamil Nadu	Plot No:14, Industrial Development Area, Uppal, Hyderabad- 500 039. Andhra Pradesh	160/1 -A, Aranyavoy Village, Tiruvallur Taluk & District Tiruvallur - 602 025.

e. Address for correspondence:

For transfer/dematerialization of shares, payment of dividend and other queries relating to the shares may be addressed to:

For shares held in Physical form	For shares in Dematerialized mode
Cameo Corporate Services Limited, 'Subramaniam Building', No.1, Club House Road, Chennai 600 002 Telephone No.: (044) 28460390. Fax No.: (044) 28460129 Email: cameosys@cameoindia.com	To the respective Depository participant of the Beneficial owners

REPORT ON CORPORATE GOVERNANCE (Contd.)

PRACTISING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Amrutanjan Health Care Limited

We have examined the compliance of conditions of Corporate Governance by Amrutanjan Health Care Limited, for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our 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 of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We 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.

For P.Sriram & Associates
Practising Company Secretaries

P. Sriram
Proprietor

C.P No: 3310

Place : Chennai

Date : 13th August, 2015

CERTIFICATE UNDER SUB -CLAUSE V OF CLAUSE 49 OF THE LISTING AGREEMENT

We, S. Sambhu Prasad, Chairman and Managing Director and K. Kannan, Chief Financial officer of the Company, do hereby confirm and certify that:

1. We have reviewed financial results for the year ended 31st March, 2015 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. In our opinion there are adequate internal controls over financial reporting.
4. We have indicated to the Auditors and the Audit Committee
 - (i) Significant changes in the internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) That there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For AMRUTANJAN HEALTH CARE LIMITED

Place : Chennai

Date : 13th August, 2015

S. SAMBHU PRASAD
Chairman & Managing Director

K. KANNAN
Chief Financial Officer

DECLARATION ON CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges(s) I hereby declare that the Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2015.

Place : Chennai

Date : 13th August, 2015

S. Sambhu Prasad
Chairman & Managing Director

ANNUAL REPORT ON CSR ACTIVITIES

The key CSR initiatives of the Company and spend in detail are as follows:

1. PEOPLE FOR ANIMALS

People for Animals also known as PFA is India's largest animal welfare organization with a nationwide network of 26 hospitals, 165 units and 2.5 Lakh members. PFA works to rescue and rehabilitate sick and needy animals. PFA set up and run shelters, ambulance services, sterilization programs, treatment camps and disaster rescue missions for animals. They conduct education programs in schools, fight cases in court and lobby on animal issues in parliament. At present, PFA has a nationwide network of 165 units, 26 hospitals and 60 mobile units.

Amrutanjan's CSR Spend on PFA : ₹ 12 Lakhs

2. IIMPACT :

IIMPACT's mission is to mobilize and motivate non-school-going girls aged 6 to 14, from socially and economically backward rural areas in India, and put them firmly on the track for formal education through quality primary education.

IIMPACT's vision is to transform the lives of women, families, and entire communities in India by educating and empowering the girl child.

Girls now want to work and uplift the living standards of their families. They now have the ability to bring unprecedented social and economic change within their families and within their communities.

Amrutanjan's CSR Spend on IIMPACT : ₹ 5 Lakhs

The CSR Committee comprises of. Mr. S. Sambhu Prasad, Dr. H.B.N. Shetty and Dr. S. Vydeeswaran

- Average net profit of the company for last three financial years is ₹ 13,29,27,860/-
- Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 26,58,557/-
- Details of CSR spent during the financial year: ₹ 17,00,000/-
- Total amount to be spent for the financial year: ₹ 26,58,557/-
- Amount unspent, if any: ₹ 9,58,557/-

Manner in which the amount spent during the financial year is detailed below (all amounts in ₹)

(1) S. No	(2) CSR project or activity identified.	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	(7) Cumulative expenditure upto to the reporting period Amount spent:	(8) Direct or through implementing agency *
1	People for Animals (Welfare of Animals)	Environment	Chennai	12,00,000/-	(1) 12,00,000/-	12,00,000/-	Direct
2	IIMPACT (Women Empowerment)	Environment	Jaunpur, Uttar Pradesh	5,00,000/-	(1) 5,00,000/-	5,00,000/-	Direct
TOTAL				17,00,000/-	17,00,000/-	17,00,000/-	

It is hereby confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Mr. S. Sambhu Prasad
(Member)

Dr. H.B.N. Shetty
(Chairman CSR Committee)

Dr. S. Vydeeswaran
(Member)

I Disclosure as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Mr. S. Sambhu Prasad	1:35
Dr. H.B.N. Shetty	N.A.
Mr. D. Seetharama Rao	N.A.
Dr. Pasumarthi S.N. Murthi	N.A.
Mr. A. Satish Kumar	N.A.
Dr. Marie Shiranee Pereira	N.A.
Dr. S. Vydeeswaran	N.A.

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Name	Designation	% Increase / (Decrease) in CTC
Mr. S. Sambhu Prasad	Chairman-cum-Managing Director	8.95
Mr. K. Kannan	Chief Financial Officer	10.54

- iii. The percentage increase in the median remuneration of employees in the financial year: Around 19.90 %

- iv. The number of permanent employees on the rolls of the Company: 554 employees

- v. The explanation on the relationship between average increase in remuneration and Company performance:

The Company's Profit after Tax (PAT) has grown from ₹ 14.52 Crores to ₹ 17.29 Crores, an increase of 19.08 % against which the average increase in remuneration is 13.22 % and this increase is in line with the Remuneration Policy of the Company.

- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

The remuneration of Key Managerial Personnel for the year 2014-15 amounted to ₹ 1.43 crores as against the profit after tax of ₹ 17.29 crores. The compensation packages of the Key Managerial Personnel are commensurate with the qualification, experience and performance of the Managerial Personnel and in line with the industry practices.

- vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year.

Date	Issued Capital	Closing Market Price Per Share	EPS	PE Ratio	Market Capitalization (₹ In crores)
31.3.2014	29,230,630	125.8	9.94	12.66	183.86
31.3.2015	29,230,630	478.4	11.83	40.44	699.20
Increase/Decrease		352.60	1.89	27.78	515.34
% Increase		280.29	19.01	219.53	280.29

- viii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration is around 13.54% for Employees other than Managerial Personnel and around 9.18 % for Managerial Personnel.

Annexure Forming part of the Board's Report

- ix. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Name	Designation	% Increase in CTC	PAT (Rs. In crores)	% Increase in PAT
S. Sambhu Prasad	Managing Director	8.95	17.29	19.08
K Kannan	CFO	10.54	17.29	19.08

- x. Key parameters for any variable component of remuneration availed by the directors:

The variable component of remuneration is paid in the form of Commission to Mr. S. Sambhu Prasad, as per the Remuneration Policy of the Company, as approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

- xi. Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

Not Applicable

- xii. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.

- II Statement showing details of Employees of the Company as per Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

For and on behalf of the Board

Place : Chennai
Date : 13th August, 2015

S. Sambhu Prasad
Chairman and Managing Director

Form No.MR-3

SECRETARIAL AUDIT REPORT FINANCIAL YEAR ENDED 31st MARCH, 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Amrutanjan Health Care Limited
103, Old No. 42-45, Luz Church Road, Mylapore, Chennai-600 004

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amrutanjan Health Care Limited (hereinafter called the "Company/AHCL"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) 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;
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 5) The Contract Labour (Regulation and Abolition) Act, 1970
- 6) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- 7) The Employees State Insurance Act, 1948
- 8) The Factories Act, 1948
- 9) The Industrial Disputes Act, 1947
- 10) The Maternity Benefit Act, 1961
- 11) The Minimum Wages Act, 1948
- 12) Payment of Gratuity Act, 1972
- 13) The Workmen's Compensation Act, 1923
- 14) The Payment of Bonus Act, 1965
- 15) Payment of Wages Act, 1936 and other applicable labour laws.
- 16) The Sexual Harassment of Women at Work Place (Prevention, Prohibition, And Redressal) Act, 2013
- 17) The Trade Mark Act, 1999
- 18) Drug & Cosmetics Act, 1940.
- 19) Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations.
- 20) The Hazardous Wastes (Management and Handling) Rules 1989;
- 21) The Prevention of Food Adulteration Act, 1954;
- 22) The Legal Metrology Act, 2009;
- 23) The Legal Metrology (Packaged Commodities) Rules, 2011;
- 24) The Water (prevention & Control of Pollution) Act 1974

Annexure Forming part of the Board's Report

25) The Environment (Protection) Act, 1986

26) The Air (prevention and control of pollution) act, 1981

27) The Noise Pollution (Regulation and Control) Rules, 2000 as amended to date.

Secretarial Standards issued by The Institute of Company Secretaries of India (not notified as on 31st March 2015) hence not applicable to the Company during the audit period.

I have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above except for the appointment of Company Secretary U/s.203 of Companies Act, 2013 as on 31st March, 2015, which the Company has duly complied with as on the date of this report.

I further report that

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

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.

All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

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 instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

P. Sriram & Associates
FCS No. 4862
C P No: 3310

Place : Chennai

Date : 13th August, 2015

This Report is to be read with our letter of even date annexed herewith which forms an integral part of this report.

To
The Members
Amrutanjan Health Care Limited
103, Old No. 42-45, Luz Church Road, Mylapore, Chennai – 600 004

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company.
2. Our responsibility is to express an opinion on these secretarial records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

P. Sriram & Associates
FCS No. 4862
C P No: 3310

Place : Chennai

Date : 13th August, 2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1. CIN	L24231TN1936PLC000017
2. Registration Date	9th September, 1936
3. Name of the Company	AMRUTANJAN HEALTH CARE LIMITED
4. Category/Sub-category of the Company	PUBLIC LIMITED COMPANY
5. Address of the Registered office & contact details	NO.103, (OLD NO.42-45) LUZ CHURCH ROAD, MYLAPORE, CHENNAI – 600 004
6. Whether listed company	YES
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited, "Subramanian Building", 1, Club House Road, Chennai-2

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	Ayurvedic Pain Balms	21003	88%
2	Beverages	10304	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable Section
1	AMRUTANJAN PHARMAESSENCE PRIVATE LIMITED	U24232TN2011PTC078918	SUBSIDIARY	100%	Section 2(87) of the Companies Act, 2013

Annexure Forming part of the Board's Report

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

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	6265045	164660	6429705	43.99	6265045	106160	6371205	43.59	(0.40)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Directors and their Relatives	10,03,840	-	10,03,840	6.87	10,03,840	-	10,03,840	6.87	-
Sub – total (A) (1):	7268885	164660	7433545	50.86	7268885	164660	7375045	50.46	(0.40)
(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub – total(A) (2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A1)+(A2)	7268885	164660	7433545	50.86	7268885	164660	7375045	50.46	(0.40)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1,500	500	2,000	0.01	157728	500	158228	1.08	1.07
b) Banks / FI	23108	250	23358	0.16	15430	250	15680	0.11	-0.05
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	51439	-	51439	0.35	22,696	-	22,696	0.16	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	76047	750	76797	0.53	195854	750	196604	1.35	0.82

Annexure Forming part of the Board's Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	457003	6610	463613	3.17	905226	6610	911836	6.24	3.07
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4386378	1199141	5585519	38.22	4015322	1102062	5117384	35.01	-3.21
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	667407	-	667407	4.57	677292	-	677292	4.63	0.07
c) Others (specify)									
Trust	501	-	501	0.00	5001	-	5001	0.03	0.03
Non Resident Indian	148560	335	148895	1.02	127823	335	128158	0.88	0.14
Clearing Members	13468	-	13468	0.09	15170	-	15170	0.10	0.01
Hindu Undivided Families	225570	-	225570	1.57	188825	-	188825	1.29	-0.28
Any Other Total	388099	335	388434	2.66	336819	335	337154	2.31	-0.35
Sub-total (B)(2):-	5898887	1206086	7104973	48.61	5934659	1109007	7043666	48.19	-0.42
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5974934	1206836	7181770	49.14	6130513	1109757	7240270	49.54	0.40
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	13243819	1371496	14615315	100	13399398	1215917	14615315	100	-

Annexure Forming part of the Board's Report

B) Shareholding of Promoter-

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held 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	Mr. Nageswara Rao	2210	0.02	-	2210	0.02	-	-
2	Nageswara Rao S	100000	0.68	-	41500	0.28	-	(0.40)
3	Radhakrishna S Executor of the Estate of Smt. S.Kamakshamma	62450	0.43	-	62450	0.43	-	-
4	S. Sambhu Prasad	2403355	16.44	-	2403355	16.44	-	-
5	S. Leela Bhramara	1242425	8.50	-	1242425	8.50	-	-
6	D. Seetharama Rao	240450	1.65	-	240450	1.65	-	-
7	S. Ramayamma	1114905	7.63	-	1114905	7.63	-	-
8	S Sambhu Prasad	4135	0.03	-	4135	0.03	-	-
9	Dr.Pasumarthi S.N. Murthi	332195	2.27	-	332195	2.27	-	-
10	P. Nageswaramma	927580	6.35	-	927580	6.35	-	-
11	Ramalingam Ganti	365320	2.50	-	365320	2.50	-	-
12	P. Sathyanarayana	324420	2.22	-	324420	2.22	-	-
13	A. Ramaa Prabhakar	27000	0.18	-	27000	0.18	-	-
14	A. Ramaa Prabhakar	287100	1.96	-	287100	1.96	-	-
	Total	7433545	50.86	-	7375045	50.46	-	(0.40)

Annexure Forming part of the Board's Report

C) Change in Promoters' Shareholding

S.No.	Shareholder's Name	Shareholding at Beginning of Year		Date	Increase/ Decrease in share-holding	% of Increase/ Decrease in share-holding	Reason	Cumulative Share-holding during the year (01/04/2014 to 31/03/2015)	
		No. of Shares	% of Total Shares of the Company					No. of Shares	% of Total Shares of the Company
1	S. Sambhu Prasad	2403355	16.44					2403355	16.44
2	S Sambhu Prasad	4135	0.03	-	-	-	-	4135	0.03
3	D. Leela Bhramara	1242425	8.50	-	-	-	-	1242425	8.50
4	S. Ramayamma	1114905	7.63	-	-	-	-	1114905	7.63
5	P. Nageswaramma	927580	6.35	-	-	-	-	927580	6.35
6	Ramalingam Ganti	365320	2.50	-	-	-	-	365320	2.50
7	Dr. Pasumarthi S.N. Murthi	332195	2.27	-	-	-	-	332195	2.27
8	P. Satyanarayana	324420	2.22	-	-	-	-	324420	2.22
8	A. Ramaa Prabhakar	287100	1.96	-	-	-	-	287100	1.96
9	D. Seetharama Rao	240450	1.65	-	-	-	-	240450	1.65
10	Nageswara Rao S	100000	0.68	-	-	-	-	-	-
		-	-	31.10.2014	-38500	0.26	Sale	61500	0.42
		-	-	19.12.2014	-20000	0.14	Sale	41500	0.28
		41500	0.28	-	-	-	-	-	-
11	Radhakrishna S Executor to the Estate of Smt. S.Kamakshamma	62450	0.43	-	-	-	-	62450	0.43
12	A. Ramaa Prabhakar	27000	0.18	-	-	-	-	27000	0.18
13	Nageswara Rao S	2210	0.02	-	-	-	-	2210	0.02

Annexure Forming part of the Board's Report

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

S. No.	Shareholder's Name	Shareholding at Beginning of Year		Date	Increase/ Decrease in share-holding	% of Increase/ Decrease in share-holding	Reason	Cumulative Share-holding during the year (01/04/2014 to 31/03/2015)	
		No. of Shares	% of Total Shares of the Company					No. of Shares	% of Total Shares of the Company
1	Rajashekar Swaminathan Iyer	242025	1.6559						
		-	-	06.06.2014	32579	0.223	Purchase	274604	1.88
1	Rajashekar Swaminathan Iyer	-	-	13.06.2014	3684	0.03	Purchase	278288	1.90
		-	-	05.09.2014	-8788	0.0601	Sale	269500	1.84
		-	-	12.09.2014	-4500	-0.0307	Sale	265000	1.81
		-	-	28.11.2014	-160000	1.0947	Sale	105000	0.72
		105000	0.72	-	-	-	-	105000	0.72
		95000	0.65	-	-	-	-	95000	0.65
1	Rajashekar Swaminathan Iyer	58552	0.4006	-	-	-	-	-	-
		-	-	30.06.2014	9359	0.064	Purchase	58552	0.40
		-	-	04.07.2014	6599	0.0451	Purchase	67911	0.46
		-	-	12.12.2014	-14901	0.109	Sale	59609	0.41
		59609	0.41	-	-	-	-	59609	0.41
2	Dipak Kanayalal Shah JT1: Mita Dipak Shah JT2: Sharad Kanyalal Shah	218500	1.495	-	-	-	-	218500	1.50
		-	-	05.09.2014	-500	0.0034	Sale	218000	1.49
		-	-	21.11.2014	-3000	0.0205	Sale	215000	1.47
		-	-	12.12.2014	-5000	0.0342	Sale	210000	1.43
		210000	1.43	-	-	-	-	210000	1.43
3	Arvinda Yashwantraai Kanani Jt1 : Kapil Yashwantraai Kanani	53330	0.3648	-	-	-	-	-	-
		-	-	11.07.2014	-500	0.364	Sale	52830	0.3614
		-	-	14.08.2014	-2000	0.0136	Sale	50830	0.3477
		50830	0.3477	-	-	-	-	50830	0.3477
4	Meenakshi Narayanan Investments (p) Ltd	50000	0.3421	-	-	-	-	50000	0.3421
5	Katneni Mohini Rajyalakshmi	50000	0.3421	-	-	-	-	50000	0.3421

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): *Contd.....*

6	Sunil Kumar Gupta	45000	0.3078	-	-	-	-	-	-
		-	-	02.05.2014	-1000	0.068	Sale	44000	0.301
		-	-	23.05.2014	6000	0.041	Purchase	50000	0.3421
		-	-	18.08.2014	10000	0.068	Purchase	60000	0.4105
		-	-	12.09.2014	-4000	0.0273	Sale	56000	0.3831
		-	-	17.10.2014	-1000	0.0684	Sale	55000	0.3763
		-	-	21.11.2014	-2000	0.0136	Sale	53000	0.3626
		-	-	28.11.2014	-5000	0.0342	Sale	48000	0.3284
		-	-	12.12.2014	-8000	0.0274	Sale	40000	0.2736
		40000	0.2736	-	-	-	-	40000	0.2736
6	Sunil Kumar Gupta	200	0.0013	-	-	-	-	200	0.0013
7	Mrs. Estelle D'souza JT1 : Miss Katherine Symons JT2 : Mr. Everard Symons JT3 : Mr. Hilaire D'souza	44400	0.3037	-	-	-	-	44400	0.3037
8	Zen Securities Ltd - NSE Clients A/c	2350	0.016	-	-	-	-	-	-
		-	-	04.04.2014	-25	-0.001	Sale	2325	0.0159
		-	-	11.04.2014	100	0.006	Purchase	2425	0.0165
		-	-	18.04.2014	1650	0.0112	Purchase	4075	0.0278
		-	-	25.04.2014	11471	0.0784	Purchase	15546	0.1063
		-	-	02.05.2014	6070	0.0415	Purchase	21616	0.1478
		-	-	09.05.2014	-300	-0.002	Sale	21316	0.1458
		-	-	16.05.2014	-2325	-0.0159	Sale	18991	0.1299
		-	-	23.05.2014	-1475	-0.01	Sale	17516	0.1198
		-	-	30.05.2014	3535	0.0241	Purchase	21051	0.144
		-	-	06.06.2014	-2411	0.0164	Sale	18640	0.1275
		-	-	13.06.2014	-6164	0.0421	Sale	12476	0.0853
		-	-	20.06.2014	-1633	0.0111	Sale	10843	0.0741
		-	-	30.06.2014	-7695	0.0526	Sale	3148	0.0215
		-	-	04.07.2014	-275	0.0018	Sale	2873	0.0196
		-	-	11.07.2014	1593	0.0108	Purchase	4466	0.0305
		-	-	18.07.2014	-698	0.0047	Sale	3768	0.0257
		-	-	27.07.2014	200	0.0013	Purchase	3968	0.0271
		-	-	01.08.2014	1200	0.0082	Purchase	5168	0.0353

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs): *Contd.....*

		-	-	08.04.2014	-103	0.0007	Sale	5065	0.0346
		-	-	14.08.2014	-1321	0.009	Sale	3744	0.0256
		-	-	22.08.2014	-29	0.0001	Sale	3715	0.0254
		-	-	29.08.2014	350	0.0023	Purchase	4065	0.0278
		-	-	05.09.2014	-270	0.0018	Sale	3795	0.0259
		-	-	12.09.2014	-840	0.0057	Sale	2955	0.0202
		-	-	18.09.2014	141	0.0009	Purchase	3096	0.0211
		-	-	19.09.2014	10	0	Purchase	3106	0.0212
		-	-	19.09.2014	-10	0	Sale	3096	0.0211
		-	-	30.09.2014	-290	0.0019	Sale	2806	0.0191
		-	-	10.10.2014	5	0	Purchase	2811	0.0192
		-	-	17.10.2014	-15	0.0001	Sale	2796	0.0191
		-	-	24.10.2014	-501	0.0034	Sale	2295	0.0157
		-	-	31.10.2014	100	0.0006	Purchase	2395	0.0163
		-	-	07.11.2014	-111	0.0007	Sale	2284	0.0156
		-	-	14.11.2014	125	0.0008	Purchase	2409	0.0164
		-	-	21.11.2014	-1010	0.0069	Sale	1399	0.0095
		-	-	28.11.2014	-210	0.0014	Sale	1189	0.0081
		-	-	05.12.2014	-625	0.0042	Sale	564	0.0038
		-	-	12.12.2014	774	0.0052	Purchase	1338	0.0091
		-	-	19.12.2014	-176	0.0012	Sale	1162	0.0079
		-	-	31.12.2014	-220	0.0015	Sale	942	0.0064
		-	-	02.01.2015	695	0.0047	Purchase	1637	0.0112
		-	-	09.01.2015	155	0.001	Purchase	1792	0.0122
		-	-	16.01.2015	479	0.0032	Purchase	2271	0.0155
		-	-	23.01.2015	-400	0.0027	Sale	1871	0.0128
		-	-	30.01.2015	-235	0.0016	Sale	1636	0.0111
		-	-	06.02.2015	-224	0.0015	Sale	1412	0.0096
		-	-	13.02.2015	10	0	Purchase	1422	0.0097
		-	-	20.02.2015	-1050	0.0071	Sale	372	0.0025
		-	-	27.02.2015	-35	0.0002	Sale	337	0.0023
		-	-	06.03.2015	-113	0.0007	Sale	224	0.0015
		-	-	13.03.2015	216	0.0014	Purchase	440	0.003
		-	-	20.03.2015	-88	0.0006	Sale	352	0.0024

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): *Contd.....*

		-	-	27.03.2015	48	0.0003	Purchase	400	0.0027
		463	0.0031	31.03.2015	63	0.0004	Purchase	463	0.0031
8	Zen Securities Limited	100	0.006	04.04.2014	500	0.0034	Purchase	600	0.0041
		-	-	11.04.2014	-600	0.0041	Sale	0	0
		-	-	18.04.2014	50	0.0003	Purchase	50	0.0003
		-	-	25.04.2014	-50	0.0003	Sale	0	0
		-	-	09.05.2014	100	0.0006	Purchase	100	0.0006
		-	-	16.05.2014	464	0.0031	Purchase	564	0.0038
		-	-	23.05.2014	2331	0.0159	Purchase	2895	0.0198
		-	-	30.05.2014	-2895	0.0198	Sale	0	0
		-	-	06.06.2014	1186	0.0081	Purchase	1186	0.0081
		-	-	13.06.2014	1879	0.0128	Purchase	3065	0.0209
		-	-	20.06.2014	-2222	0.0152	Sale	843	0.0057
		-	-	30.06.2014	-768	0.0052	Sale	75	0.0005
		-	-	04.07.2014	624	0.0042	Purchase	699	0.0047
		-	-	11.07.2014	-499	0.0034	Sale	200	0.0013
		-	-	18.07.2014	-200	0.0013	Sale	0	0
		-	-	25.07.2014	200	0.0013	Purchase	200	0.0013
		-	-	01.08.2014	-100	0.0006	Sale	100	0.0006
		-	-	08.08.2014	-50	0.0003	Sale	50	0.0003
		-	-	14.08.2014	207	0.0014	Purchase	257	0.0017
		-	-	22.08.2014	-157	0.001	Sale	100	0.0006
		-	-	29.08.2014	620	0.0042	Purchase	720	0.0049
		-	-	05.09.2014	-610	0.0041	Sale	110	0.0007
		-	-	12.09.2014	-30	0.0002	Sale	80	0.0005
		-	-	18.09.2014	-80	0.0005	Sale	0	0
		-	-	19.09.2014	100	0.0006	Sale	100	0.0006
		-	-	18.09.2014	-100	0.0006	Sale	0	0
		-	-	10.10.2014	20	0.0001	Purchase	20	0.0001
		-	-	17.10.2014	-20	0.0001	Sale	0	0
		-	-	24.10.2014	500	0.0034	Purchase	500	0.0034
		-	-	31.10.2014	100	0.0006	Purchase	600	0.0041
		-	-	07.11.2014	-600	0.0041	Sale	0	0
		-	-	21.11.2014	2291	0.0156	Purchase	2291	0.0156

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): *Contd.....*

		-	-	28.11.2014	-2032	0.0139	Sale	259	0.0017
		-	-	05.12.2014	-159	0.001	Sale	100	0.0006
		-	-	12.12.2014	75	0.0005	Purchase	175	0.0011
		-	-	19.12.2014	-50	0.0003	Sale	125	0.0008
		-	-	31.12.2014	-75	0.0005	Sale	50	0.0003
		-	-	02.01.2015	-50	0.0003	Sale	0	0
		-	-	09.01.2015	60	0.0004	Purchase	60	0.0004
		-	-	16.01.2015	-60	0.0004	Sale	0	0
		-	-	30.01.2015	125	0.0008	Purchase	125	0.0008
		-	-	06.02.2015	-125	0.0008	Sale	0	0
		-	-	13.02.2015	50	0.0003	Purchase	50	0.0003
		-	-	17.02.2015	-50	0.0003	Sale	0	0
		-	-	20.02.2015	650	0.0044	Purchase	650	0.0044
		-	-	27.02.2015	-650	0.0044	Sale	0	0
		-	-	06.03.2015	35	0.0002	Purchase	35	0.0002
		-	-	13.03.2015	137	0.0009	Purchase	172	0.0011
		-	-	20.03.2015	-171	0.0011	Sale	1	0
		-	-	27.03.2015	-1	0	Sale	0	0
9	Swiss Finance Corporation (Mauritius) Limited	42404	0.2901	-	-	-	-	-	-
		-	-	04.04.2014	60	0.0004	Purchase	42464	0.2905
		-	-	16.05.2014	10470	0.0716	Purchase	52934	0.3621
		-	-	13.06.2014	-27000	0.1847	Sale	25934	0.1774
		-	-	04.07.2014	-5130	0.0351	Sale	20804	0.1423
		-	-	11.07.2014	-7000	0.0478	Sale	13804	0.0944
		--	-	01.08.2014	-5000	0.0342	Sale	8804	0.0602
		-	-	14.08.2014	-4000	0.0273	Sale	4804	0.0328
		-	-	29.08.2014	-4804	0.0328	Sale	0	0
		-	-	20.03.2015	12611	0.0862	Purchase	12611	0.0862
		18381	0.1257	27.03.2015	5770	0.0394	Purchase	18381	0.1257
10	Shri Puranchandra H. Kanani JT1 : Girish V. Sheth.	41500	0.2839	-	-	-	-	41500	0.2839
11	Kedia Securities Private Limited	0	0	-	-	-	-	0	0
		-	-	21.11.2014	54454	0.3725	Purchase	54454	0.3725
		-	-	28.11.2014	340910	2.3325	Purchase	395364	2.7051

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs): *Contd.....*

		-	-	05.12.2014	36819	0.2519	Purchase	432183	2.957
		-	-	02.01.2015	-30000	0.2052	Sale	402183	2.7517
		-	-	09.01.2015	-89000	0.6089	Sale	313183	2.1428
		-	-	16.01.2015	29000	0.1984	Purchase	342183	2.3412
		-	-	23.01.2015	-33705	0.2306	Sale	308478	2.1106
		288478	1.9738	30.01.2015	-20000	0.1368	Sale	288478	1.9738
12	Scil Ventures Limited	0	0	-	-	-	-	-	-
		160000	1.0947	05.12.2014	160000	1.0947	Purchase	160000	1.0947
13	Vijay Kishanlal Kedia	0	0	-	-	-	-	-	-
		-	-	21.11.2014	71643	0.4901	Purchase	71643	0.4901
		-	-	28.11.2014	90863	0.6216	Purchase	162506	1.1118
		-	-	12.12.2014	111201	0.7608	Purchase	273707	1.8727
		-	-	19.12.2014	-8858	0.0606	Sale	264849	1.8121
		-	-	31.12.2014	-87167	0.5964	Sale	177682	1.2157
		156853	1.0732	02.01.2015	-20829	0.1425	Sale	156853	1.0732
14	Sundaram Mutual Fund A/c Sundaram Smile Fund	0	0	-	-	-	-	-	-
		-	-	23.01.2015	10000	0.0684	Purchase	10000	0.0684
		-	-	30.01.2015	78896	0.5398	Purchase	88896	0.6082
		-	-	06.02.2015	36053	0.2466	Purchase	124949	0.8549
		-	-	20.02.2015	6777	0.0463	Purchase	131726	0.9012
		-	-	06.03.2015	10502	0.0718	Purchase	142228	0.9731
		-	-	13.03.2015	4000	0.0273	Purchase	146228	1.0005
		-	-	27.03.2015	3446	0.0235	Purchase	149674	1.024
		156228	1.0689	31.03.2015	6554	0.0448	Purchase	156228	1.0689

Annexure Forming part of the Board's Report

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholder's Name	Shareholding at Beginning of Year		Date	Increase/ Decrease in share-holding	% of Increase/ Decrease in share-holding	Reason	Cumulative Share-holding during the year (01/04/2014 to 31/03/2015)	
		No. of Shares	% of Total Shares of the Company					No. of Shares	% of Total Shares of the Company
1	S. Sambhu Prasad	2407490	16.47					2407490	16.47
2	Dr. Pasumarthi S.N. Murthi	332195	2.27	-	-	-	-	332195	2.27
3	Kannan K.	670	0.0045					670	0.0045
4	Kannan K	65	0.0004	-	-	-	-	65	0.0004

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,50,00,000	-	-	5,50,00,000
ii) Interest due but not paid	-	-	-	Nil
iii) Interest accrued but not due	2,92,642	-	-	2,92,642
Total (i+ii+iii)	5,52,92,642	-	-	5,52,92,642
Change in Indebtedness during the financial year				
* Addition	3,00,00,000	-	-	3,00,00,000
* Reduction	8,52,92,642	-	-	8,52,92,642
Net Change	(5,52,92,642)	-	-	(5,52,92,642)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

Annexure Forming part of the Board's Report

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
		S. Sambhu Prasad, MD	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,09,64,731	1,09,64,731
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,26,920	2,26,920
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	10,00,000	10,00,000
5	Others, please specify	-	-
	Total (A)	1,21,91,651	1,21,91,651
	Ceiling as per the Act	1,40,16,935	1,40,16,935

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (in Rs.)
		Dr. Pasumarthi SN Murthi	D. Seetharama Rao	Dr. HBN Shetty	A. Satish Kumar	Dr. (Mrs) Marie Shiranee Pereira	Dr. S. Vydeeswaran	
1	Independent Directors							
	Sitting Fee for attending board committee meetings	-	-	1,50,000	90,000	67,500	30,000	3,37,500
	Commission	-	-	4,00,000	5,00,000	2,50,000	3,00,000	14,50,000
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	-	5,50,000	5,90,000	3,17,500	3,30,000	17,87,500
2	Other Non-Executive Directors							
	Sitting Fee for attending board committee meetings	90,000	1,50,000	-	-	-	-	2,40,000
	Commission	2,50,000	3,00,000	-	-	-	-	5,50,000
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	3,40,000	4,50,000	-	-	-	-	7,90,000
	Total (B)=(1+2)	3,40,000	4,50,000	5,50,000	5,90,000	3,17,500	3,30,000	25,77,500
	Total Managerial Remuneration (A + B)	-	-	-	-	-	-	1,47,69,151
	Overall Ceiling as per the Act	-	-	-	-	-	-	1,68,19,935

Annexure Forming part of the Board's Report

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	20,88,684	20,88,684
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	20,88,684	20,88,684

VII.PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year ended 31st March, 2015, no penalties were levied or punishment / compounding fee imposed by the Regional Director / Court on the Company / Directors / Officers in Default.

FORM NO. AOC.2

From for disclosure of particulars of contracts / arrangements entered into by Company with related parties referred to sub-section (1) section 188 of the Companies Act, 2013 including arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/ arrangement/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship:
Amrutanjan Pharmaessense Pvt. Limited, Wholly Owned Subsidiary
 - (b) Nature of contracts/arrangements/transactions: Rental Agreement dated 1st June 2014.
 - (c) Duration of the contracts/arrangements/transactions: Three Years
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Rent of Rs. 15,000/- per month for space occupied in the Company's property paid by the related party.
 - (e) Date(s) of approval by the Board, if any: Not Applicable
 - (f) Amount paid as advances, if any: -

For and on behalf of the Board

Place : Chennai
Date : 13th August, 2015

S. Sambhu Prasad
Chairman and Managing Director

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INFLOW AND OUTGO, ETC.

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(33) of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2014

(A) CONSERVATION OF ENERGY			
(i)	The steps taken or impact on conservation of energy	The manufacturing process adopted by the Company is not power - intensive. However, steps are being initiated to reduce energy consumption by way of increasing the line efficiencies.	
(ii)	The steps taken by the company for utilising alternate sources of energy		
(iii)	The capital investment on energy conservation equipments;		
(B) TECHNOLOGY ABSORPTION			
(i)	The efforts made towards technology absorption	The technology for the Manufacture of topical analgesic lotion format in ease of use roll on applicator had been developed and transferred to the production. Developed and improved the efficacy of the existing pain balms. Efforts are also being made to improve the other products and processes.	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	Under the OTC and F&B Divisions, a number of new products have been developed and launched by utilizing the in house R&D expertise/infrastructure.	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) The details of technology imported; (b) The year of import (c) Whether the technology been fully absorbed; (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	—————	
(iv)	The expenditure incurred on Research and Development		
(C) FOREIGN EXCHANGE EARNINGS AND OUTGO			
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows		(Rs. In Lakhs) Foreign Exchange Earnings 358.38 Foreign Exchange Outgo 19.82	

For and on behalf of the Board

Place : Chennai
Date : 13th August, 2015

S. Sambhu Prasad
Chairman and Managing Director

Registered Office:
Amrutanjan Health Care Limited
CIN: L24231TN1936PLC000017
No.103, Luz Church Road, Mylapore, Chennai 600 004
Tel : 044-2499 4465 Fax : 044-2499 4585
Email : shares@amrutanjan.com Website : www.amrutanjan.com

Independent Auditor's Report

To the Members of Amrutanjan Health Care Limited

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone 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 standalone 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 the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 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 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 standalone financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the afore said standalone 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 2015, and taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March 2015, from being appointed as a Director in terms of 164 of the Act.

Independent Auditor's Report - (Contd.)

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 (c) – (f) to the financial statements;
 - ii. The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For P.S.SUBRAMANIA IYER & CO.
Chartered Accountants
Firm Registration No: 004104S

V.Swaminathan
Partner
Membership No : 22276

Place: Chennai
Date: 15.05.2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's report to the members of the Company on the standalone financial statements for the year ended 31st March, 2015. We report that:

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets are being physically verified by the management as per a phased program of verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies have been noticed on such verification.
- 2) a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion, the procedures of physical verification of inventories followed by the management are generally reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies notified on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company.
- 3) a) The Company has granted unsecured loan to a company covered in the register maintained under Section 189 of the Act. The terms of arrangement do not stipulate any repayment schedule for principal. However interest is charged u/s 186 of the Act and received.
- b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the body corporate listed in the register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in the internal controls.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public under section 73 to 76 of the Act.
- 6) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by Central Government for

the maintenance of cost records u/s 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records.

- 7) a) According to the information and explanations given to us the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, investor education and protection fund, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other statutory dues with the appropriate authorities. No undisputed amount payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty were outstanding, at the yearend for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, details of dues of income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess, which have not been deposited on account of any dispute are given below:

Statute	Nature of Dues	Amount	Period	Forum where dispute is pending
Central Excise Act	Excise Duty	8,89,155	2000-2001	CESTAT
Central Excise Act	Excise Duty	31,92,018**	2011 - 2012	Commissioner (Appeals)
Income Tax Act	Income Tax	64,53,470	2007-2008	CIT (Appeals)
Income Tax Act	Income Tax	36,40,000	2009-2010	CIT (Appeals)
Service Tax	Service Tax & Penalty	1,06,79,603	08/10 to 06/11	CESTAT
Service Tax	Service Tax & Penalty	1,06,92,932	07/11 to 02/12	CESTAT

**Net of amount paid under protest

- c) According to the information provided to us, amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- 8) The Company does not have any accumulated losses at the end of financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- 9) In our opinion, and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution / bank.

Annexure to the Independent Auditors' Report (Contd.)

- | | |
|---|---|
| <p>10) The Company has given guarantee for loan taken by subsidiary company from Bank. The terms and conditions are not prejudicial to the interest of the company.</p> <p>11) In our opinion and according to the information and explanations given to us and on an overall examination, the term loans have been applied for the purpose for which they were obtained.</p> | <p>12) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the Management.</p> |
|---|---|

For P.S.SUBRAMANIA IYER & CO.
Chartered Accountants
Firm Registration No: 004104S

Place: Chennai
Date: 15.05.2015

V.Swaminathan
Partner
Membership No : 22276

BALANCE SHEET AS AT 31 MARCH 2015

	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	2,92,30,630	2,92,30,630
(b) Reserves and Surplus	4	101,92,19,413	93,99,86,859
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)	5	1,40,74,708	2,05,62,251
(c) Other long term liabilities	6	39,77,861	42,12,861
(d) Long Term Provision	7	59,88,257	58,69,552
(3) Current Liabilities			
(a) Short Term Borrowings	8	-	5,50,00,000
(b) Trade payables	9	7,45,72,439	6,57,90,718
(c) Other current liabilities	10	9,67,39,594	6,91,59,177
(d) Short term Provisions	11	5,86,62,403	5,24,84,325
TOTAL		<u>130,24,65,305</u>	<u>124,22,96,373</u>
ASSETS			
(1) Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		12,91,22,599	14,63,96,641
(ii) Intangible assets		12,56,716	6,63,326
(iii) Capital Work in progress		3,77,10,112	97,28,422
(b) Non Current Investments	13	13,75,12,554	13,92,20,431
(c) Long term Loans and advances	14	20,03,72,568	18,98,95,094
(d) Other non current assets	15	1,09,49,336	2,58,03,856
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	16	7,21,43,875	6,65,67,865
(c) Trade receivables	17	26,33,88,471	23,86,66,714
(d) Cash and cash equivalents	18	37,59,40,450	34,71,13,100
(e) Short-term loans and advances	19	4,24,80,680	6,22,87,078
(f) Other Current assets	20	3,15,87,944	1,59,53,846
TOTAL		<u>130,24,65,305</u>	<u>124,22,96,373</u>
Significant accounting policies	2		

The accompanying notes form an integral part of Financial Statements
As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai
Date : 15th May 2015

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

	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
Revenue from operations	21	163,32,57,858	138,83,58,329
Other Income	22	4,55,25,977	2,83,71,179
Total Revenue		<u>167,87,83,835</u>	<u>141,67,29,508</u>
Expenses:			
Cost of materials consumed	23	55,24,55,089	51,23,57,995
Purchase of Stock-in-Trade		4,54,75,921	2,93,92,089
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	3,77,939	(6,78,965)
Employee benefit expense	25	25,27,20,361	22,12,05,981
Financial costs	26	47,54,483	1,70,40,738
Depreciation and amortization expense		2,35,17,545	3,20,22,717
Other expenses	27	53,39,12,948	39,28,54,684
Total Expenses		<u>141,32,14,286</u>	<u>120,41,95,239</u>
Profit before extraordinary items and tax		26,55,69,549	21,25,34,269
Extraordinary items		-	-
Profit before tax		<u>26,55,69,549</u>	<u>21,25,34,269</u>
Tax expense:			
Current tax		(9,20,00,000)	(7,15,00,000)
Deferred tax		(7,17,687)	41,97,349
Profit after tax for the year		<u>17,28,51,862</u>	<u>14,52,31,618</u>
Earning per equity share:	42		
Basic and Diluted before extraordinary item		11.83	9.94
Basic and Diluted after extraordinary item		11.83	9.94
Significant accounting policies	2		

The accompanying notes form an integral part of Financial Statements
As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai
Date : 15th May 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015	Year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	26,55,69,549	21,25,34,269
Adjustments for:		
Depreciation & Amortisation	2,35,17,545	3,20,22,717
CSR Expenditure	(17,00,000)	-
Interest received	(2,71,86,382)	(68,77,698)
Income from Investments	(77,87,377)	(1,85,86,712)
Amortisation of Premium on Investments	1,05,485	12,92,537
Dividend received	(11,28,274)	(27,68,163)
Rent receipts	(2,63,200)	(6,13,200)
Profit on sale of Fixed Assets	(4,71,252)	-
Net (gain) /loss on sale of Investments	2,32,072	90,60,811
Interest paid	46,47,200	1,61,89,699
Loss on sale of fixed assets	-	3,03,982
Operating Profit before Working Capital Changes	25,55,35,366	24,25,58,242
Adjustments for:		
Trade & other receivables	(71,11,019)	4,32,13,699
Inventories	(55,76,010)	31,55,031
Trade payables	3,91,99,632	(3,93,30,447)
Cash generated from operations	28,20,47,969	24,95,96,525
Direct Taxes Paid	(9,37,79,104)	(7,35,63,859)
Net Cash from operating activities	18,82,68,865	17,60,32,666
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(5,80,61,330)	(1,13,65,005)
Sale / Transfer of fixed assets	5,61,553	36,69,047
(Purchase) / Sale of investments (net)	(1,12,747)	14,79,39,189
Loan / advances from / (to) subsidiary company	(62,15,846)	(60,78,142)
Fixed deposit with banks withdrawn/(placed) (under lien)	(1,13,23,442)	(2,32,589)
Interest received	1,93,39,661	2,41,14,902
Dividend received	11,28,274	27,68,163
Rent received	2,63,200	6,13,200
Net Cash (used in) / generated from Investing Activities	(5,44,20,677)	16,14,28,765

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015	Year ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Long Term Loan	-	-
Increase / (Decrease) in Short Term Loans	(5,50,00,000)	(7,13,74,029)
Dividend paid (including interim Dividend & Dividend Tax)	(5,69,09,484)	(5,12,97,567)
Interest paid	(49,39,842)	(1,62,83,115)
Net Cash (used in) / generated from financing Activities	<u>(11,68,49,326)</u>	<u>(13,89,54,711)</u>
Net Increase / (Decrease) in cash & cash equivalents	<u>1,69,98,862</u>	<u>19,85,06,720</u>
Cash and cash equivalents opening balance	28,90,54,943	9,05,48,223
Cash and cash equivalents closing balance	30,60,53,805	28,90,54,943

Notes :

1. Cash and Cash equivalent comprise of:

	As at 31st March, 2015	As at 31st March, 2014
Cash in hand	5,34,375	3,94,694
Cheques in hand	3,71,31,697	6,59,75,686
Balances with banks : in Current Accounts	2,00,42,211	1,26,84,563
in Deposit Accounts	<u>24,83,45,522</u>	<u>21,00,00,000</u>
	30,60,53,805	28,90,54,943
Add : Deposits (under lien)	6,13,71,919	5,00,48,477
Dividend Accounts	<u>85,14,726</u>	<u>80,09,680</u>
Cash and Cash equivalents (As per Note 18)	<u>37,59,40,450</u>	<u>34,71,13,100</u>

2. Cash flow statement has been prepared under the indirect method as setout in Accounting Standard - 3 notified under the Companies (Accounting Standard) Rules 2006.

3. Purchase of fixed assets includes movements of capital work-in-progress during the year.

4. Previous year's figures have been re-grouped/reclassified wherever applicable.

As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai

Date : 15th May 2015

NOTES TO FINANCIAL STATEMENTS

1. BACKGROUND

Amrutanjan Health Care Limited was established in the year 1893 and specializing in Ayurvedic balm for headaches, cold and cough. The Company is a public limited company and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis for preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133 and the other relevant provisions of the Companies Act, 2013.

2.2. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimate is recognized prospectively – Current and future periods.

2.3. Revenue recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Sale of goods: Sales are recognized when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of excise duty.

Sale of Services: Income from services are recognized as and when the services are rendered.

Other Income: Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Insurance claims and scrap sales proceeds are accounted on cash basis.

2.4. Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets.

The Company has given effect to the useful life of assets for the purpose of computation of depreciation as per Schedule II of the Companies Act, 2013. Further the carrying amount of assets, where the remaining useful life is nil has been recognized in the opening balance of retained earnings amounting to Rs.3,05,37,992/- (net of deferred tax liability). Additions made during the year was depreciated pro-rata from the date of addition. Freehold / Leasehold lands are not depreciated. Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

2.5. Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a written down value method as per the prescribed Accounting Standards. A rebuttable

NOTES TO FINANCIAL STATEMENTS - (contd.)

presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

2.6. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.7. Impairment

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.8. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Investment property: Investment in buildings that are not intended to be occupied substantially for use by, or in the operations of, the Company, have been classified as investment property. Investment properties are carried at cost less accumulated depreciation.

2.9. Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.10. Lease Assets

As a lessee:

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability at the implicit rate of return. Finance charges are charged to the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS - (contd.)

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss.

As a lessor:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

2.11. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Exchange difference arising on foreign exchange transactions during the year and on restatement of monetary assets and liability are recognized in the Statement of Profit and Loss of the year.

2.12. Retirement and other employee benefits

a. Provident fund:

Eligible employees receive benefits from the provident fund, which is a defined contribution plan. Both the employee and the Company make monthly contributions to the provident fund plan equal to specified percentage of the covered employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions.

b. Gratuity:

The Company provides for gratuity, a defined benefit retirement Plan (the "Gratuity Plan") covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation (LIC). Under this scheme the settlement obligation remains with the Company although the LIC administers the scheme and determines the contribution premium required to be paid by the Company. Gratuity, which is a defined benefit scheme, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

c. Compensated absence:

Provision for compensated absence is made by the Company based on an actuarial valuation as at the balance sheet date of the unavailed leave standing to the credit of employees in accordance with the service rules of the Company.

2.13. Accounting for Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

NOTES TO FINANCIAL STATEMENTS - (contd.)

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period..

2.14. Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. If the outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

2.15. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses".

2.16. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid.

2.17. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	As at March 31, 2015	As at March 31, 2014
3 Share Capital		
a Authorised Share Capital: 2,50,00,000 (2,50,00,000) Equity Shares of ₹ 2/- (₹ 2/-) each	5,00,00,000	5,00,00,000
b Issued, Subscribed and Fully Paid up Share Capital 1,46,15,315 (1,46,15,315) Equity Shares of ₹ 2/- (₹ 2/-) each	2,92,30,630	2,92,30,630
c Reconciliation of Shares Number of Equity at the beginning of year	1,46,15,315	1,46,15,315
Add : Issued during the Year	-	-
Less: Buy Back	-	-
Number of Equity at the end of the year	1,46,15,315	1,46,15,315

d Number of Shares held by share holders more than 5% of total Shares

Name of the Share holder	As on 31st March 2015		As on 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
Mr. Sambhu Prasad S	24,07,490	16.47%	24,07,490	16.47%
Mrs. Leela Bhramara	12,42,425	8.50%	12,42,425	8.50%
Miss. Ramayamma S	11,14,905	7.63%	11,14,905	7.63%
Mrs. Nageswaramma P	9,27,580	6.35%	9,27,580	6.35%

e Equity share bought back (during 5 years preceding March 31, 2015) :

Period ended	No. of Shares	Face Value Per Share	Face Value of Shares Bought back
March 31, 2015	-	-	-
March 31, 2014	-	-	-
March 31, 2013	-	-	-
March 31, 2012	1,06,937	10	10,69,370
March 31, 2011	-	-	-

Terms / Rights / restrictions attached to shares :

The company has only one type of equity shares. Every shareholder is entitled to one vote per share.

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
4 Reserves and Surplus		
a) Capital redemption reserve	27,69,370	27,69,370
b) General Reserve		
Opening balance	53,14,80,866	48,14,80,866
Add : transferred from Statement of Profit & Loss	50,00,000	5,00,00,000
Less : reduction in carrying amount of assets as per Schedule II of Companies Act, 2013 (net of deferred tax)	(3,05,37,992)	-
Closing balance	<u>50,59,42,874</u>	<u>53,14,80,866</u>
c) Contingency reserve	-	-
d) Surplus in Statement of Profit & Loss		
Opening balance	40,57,36,623	36,52,22,408
Add : Current year surplus	17,28,51,862	14,52,31,618
Less : Transfer to general reserve	(50,00,000)	(5,00,00,000)
Less : CSR Expenditure	(17,00,000)	-
Less : Interim Dividend - Paid [` 1.10/- per share (previous year ` 1/- per share)]	(1,60,76,847)	(1,46,15,315)
Less : Tax on Interim Dividend	(32,14,424)	(24,83,875)
Less: Final Dividend - Proposed [` 2.40 /- per share (previous year ` 2.20/- per share)]	(3,50,76,756)	(3,21,53,693)
Less: Tax on Proposed Dividend	(70,13,289)	(54,64,520)
Closing Balance	<u>51,05,07,169</u>	<u>40,57,36,623</u>
TOTAL	<u>101,92,19,413</u>	<u>93,99,86,859</u>
5 Deferred tax liabilities (Net)	March 31, 2015	March 31, 2014
Deferred tax liability arising from timing differences in respect of fixed assets	1,54,51,024	2,09,91,167
Deferred tax asset arising from timing differences in respect of expenses /provisions	(13,76,316)	(4,28,916)
Net Deferred Tax Liability	<u>1,40,74,708</u>	<u>2,05,62,251</u>
6 Other long term liabilities	March 31, 2015	March 31, 2014
Rent Deposits	1,59,600	3,79,600
Caution deposits from customers	<u>38,18,261</u>	<u>38,33,261</u>
	<u>39,77,861</u>	<u>42,12,861</u>
7 Long-term Provisions	March 31, 2015	March 31, 2014
Provision for employee benefits		
Provision for gratuity	26,54,278	30,73,865
Provision for compensated absences	<u>33,33,979</u>	<u>27,95,687</u>
	<u>59,88,257</u>	<u>58,69,552</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
8 Short term borrowings		
Secured Loan :		
Working Capital Demand Loan - Banks*	-	5,50,00,000
	<u>-</u>	<u>5,50,00,000</u>
* secured by hypothecation of specific plant and machinery, inventories, book debts and lien on specific fixed deposits.		
9 Trade Payables		
	March 31, 2015	March 31, 2014
Due to Micro Small and Medium Enterprises	37,26,147	92,18,483
Due to Others	7,08,46,292	5,65,72,235
	<u>7,45,72,439</u>	<u>6,57,90,718</u>
The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under :		
Principal amount due and remaining unpaid	8,15,102	63,28,903
Interest due on above and the unpaid interest	29,11,045	28,89,580
Interest paid	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	21,465	8,64,780
Amount of further interest remaining due and payable in succeeding years	-	-
10 Other current liabilities		
	March 31, 2015	March 31, 2014
Current maturities of long term debt	-	-
Interest accrued but not due on borrowings	-	2,92,642
Other payables		
- Creditors for capital goods	13,24,243	5,00,040
- Creditors for expenses	6,94,86,712	4,54,85,556
- Other liabilities	1,44,13,913	1,22,72,646
Due to directors	30,00,000	25,98,613
Unclaimed dividend	85,14,726	80,09,680
	<u>9,67,39,594</u>	<u>6,91,59,177</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
11 Short Term Provisions		
Provision for employee benefits		
Provision for gratuity	34,56,754	-
Provision for compensated absences	6,76,862	6,48,266
	<u>41,33,616</u>	<u>6,48,266</u>
Other Provisions		
Provisions for income tax (net of advance tax)	1,24,38,742	1,42,17,846
Provisions for dividend	3,50,76,756	3,21,53,693
Provision for dividend tax	70,13,289	54,64,520
	<u>5,45,28,787</u>	<u>5,18,36,059</u>
	<u>5,86,62,403</u>	<u>5,24,84,325</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

12 Fixed Assets

(in `)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As on 1 April 2014	Addition	Deletion	Adjustments*	As on 31 March 2015	As on 1 April 2014	Addition	Deletion	Adjustments*	As on 31 March 2015	As on 31 March 2014
I. Tangible Assets											
a) Own assets											
Land	47,13,726	71,38,687	-	-	1,18,52,413	-	-	-	-	1,18,52,413	47,13,726
Building	6,36,58,601	-	-	54,87,339	5,81,71,262	2,79,88,457	16,14,458	-	44,89,672	3,30,58,019	3,56,70,144
Plant And Machinery	18,83,89,722	1,34,07,005	-	4,55,91,367	15,62,05,360	9,52,45,941	1,67,24,927	-	2,82,66,567	8,37,04,301	9,31,43,781
Furniture, Fittings & Lab Equipments	2,47,83,933	4,37,698	-	1,46,49,071	1,05,72,560	1,70,60,531	13,11,082	-	1,23,82,195	59,89,418	77,23,402
Vehicles	1,22,49,172	35,94,950	10,21,450	20,16,874	1,28,05,798	90,60,835	12,07,732	9,52,582	19,98,524	73,17,461	54,88,337
Computers	2,05,29,275	11,75,296	45,500	1,78,62,045	37,97,026	1,87,95,339	8,93,380	24,067	1,72,97,618	23,67,034	17,33,936
	31,43,24,429	2,57,53,636	10,66,950	8,56,06,696	25,34,04,419	16,81,51,103	2,17,51,579	9,76,649	6,44,34,576	12,44,91,457	14,61,73,326
b) Leasehold assets											
Building	4,50,000	-	-	-	4,50,000	2,26,685	13,678	-	-	2,40,363	2,23,315
Total Tangible Assets (a+b)	31,47,74,429	2,57,53,636	10,66,950	8,56,06,696	25,38,54,419	16,83,77,788	2,17,65,257	9,76,649	6,44,34,576	12,47,31,820	14,63,96,641
II. Intangible Assets											
Goodwill	25,000	-	-	25,000	-	-	-	-	-	-	25,000
Non-Compete Fees	50,00,000	-	-	-	50,00,000	50,00,000	-	-	-	50,00,000	-
Computer software	38,92,231	8,88,580	-	2,21,020	45,59,791	32,53,905	2,69,221	-	2,20,051	33,03,075	6,38,326
Total Intangible Assets	89,17,231	8,88,580	-	2,46,020	95,59,791	82,53,905	2,69,221	-	2,20,051	83,03,075	6,63,326
Grand Total (I + II)	32,36,91,660	2,66,42,216	10,66,950	8,58,52,716	26,34,14,210	17,66,31,693	2,20,34,478	9,76,649	6,46,54,627	13,30,34,895	14,70,59,967
As per Last Balance Sheet	32,12,50,180	74,98,830	50,57,350		32,36,91,660	14,87,10,861	2,90,05,152	10,84,320		17,66,31,693	17,25,39,319
Capital Work-In-Progress											97,28,422

* Reduction in carrying amount of assets as per Schedule 11 of Companies Act 2013. (refer note 2.4)

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	Face Value	March 31, 2015	March 31, 2014
13 Non Current Investments			
Investment Property (at Cost less accumulated depreciation)			
Cost of Land & Building given on operating Lease		6,31,09,036	6,31,09,036
Less: Accumulated Depreciation		(1,60,86,087)	(1,46,03,020)
Net Block		<u>4,70,22,949</u>	<u>4,85,06,016</u>
Non-Trade Investments (Unquoted) :			
National Savings Certificates			
(Deposited with the Collector of Central Excise, Chennai)	5,500	5,500	5,500
5 Equity Shares in Capexil (Agencies) Ltd. of ` 1,000/- each fully paid	5,000	5,000	5,000
60,800 Equity Shares of ` 1/- each in Madras Stock Exchange Ltd.	60,800	1,60,000	1,60,000
Non-Trade Investments (Quoted) :			
1950 Equity Shares in Marg Securities & Infrastructure Ltd of ` 10/- each fully paid (sold during the year)	19,500	-	65,325
1,006 Equity Shares in NTPC Ltd of ` 10/- each fully paid	10,060	62,372	62,372
190 Equity Shares in Punjab National Bank of ` 10/- each fully paid	1,900	14,820	14,820
450 Equity Shaes in Periakaramalai Tea & Produce Co. Ltd of ` 10/- each fully paid (sold during the year)	4,500	-	54,000
10 Equity Shares in Dewan Housing Finance Ltd of ` 10/- each fully paid	10	2,244	2,244
50,000 (8.23%) Tax Free Bonds of Indian Railway Finance Corporation Limited of ` 1,000/- each	5,00,00,000	5,00,00,000	5,00,00,000
2,100 (Zero Coupon) Bonds of NABARD of ` 20,000 each	4,20,00,000	2,24,70,000	2,24,70,000
16,800 (10.24%) Debebtures of L & T Finance Limited of ` 1,000/- each	1,68,00,000	1,72,69,669	1,73,75,154
Traded Investments (unquoted) :			
50,000 Equity Shares in Amrutanjan Pharmaessence Private Limited of ` 10/- each fully paid, out of which 4 fully paid-up equity shares are held in the name of nominees	50,000	5,00,000	5,00,000
Total		<u>13,75,12,554</u>	<u>13,92,20,431</u>
Quoted Investments - Cost		8,98,19,105	9,00,43,915
- Market Value		8,99,19,516	9,00,59,586
Unquoted Investments - Cost		6,70,500	6,70,500

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
14 Long Term Loans and advances		
Unsecured, Considered good		
Capital Advance	3,00,72,732	2,58,11,104
Loans & Advances to Subsidiary	17,02,99,836	16,40,83,990
	<u>20,03,72,568</u>	<u>18,98,95,094</u>
15 Other Non Current assets		
	March 31, 2015	March 31, 2014
Balance with excise authorities, paid under protest	30,61,202	24,61,202
Bottles & Crates	-	1,65,45,134
Security deposits	78,88,134	67,97,520
	<u>1,09,49,336</u>	<u>2,58,03,856</u>
16 Inventories		
	March 31, 2015	March 31, 2014
Raw Materials	1,49,71,536	1,70,18,849
Work In Progress	-	-
Finished Stock	3,78,39,560	3,80,77,036
Packing Materials	1,93,32,779	1,14,71,980
	<u>7,21,43,875</u>	<u>6,65,67,865</u>
17 Trade Receivables		
	March 31, 2015	March 31, 2014
<i>Unsecured, Considered good</i>		
Outstanding for a period exceeding 6 months	5,98,82,741	5,76,25,413
Others	20,35,05,730	18,10,41,301
	<u>26,33,88,471</u>	<u>23,86,66,714</u>
<i>Unsecured, Considered Doubtful</i>		
Outstanding for a period exceeding 6 months	1,49,78,811	1,49,78,811
Less : Provision for Doubtful Debts	(1,49,78,811)	(1,49,78,811)
	<u>26,33,88,471</u>	<u>23,86,66,714</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
18 Cash & Cash equivalents		
Cash in Hand	5,34,375	3,94,694
Cheques in Hand	3,71,31,697	6,59,75,686
Balance with Banks		
Current Accounts	2,00,42,211	1,26,84,563
Fixed Deposits with maturity of less than 3 months	49,15,000	6,00,00,000
Other Bank Balances :		
Fixed Deposits with maturity of less than 12 months	11,22,60,659	15,00,00,000
Fixed Deposits with maturity of more than 12 months	13,11,69,863	-
Fixed Deposits under lien @	6,13,71,919	5,00,48,477
Unclaimed Dividend Accounts	85,14,726	80,09,680
	<u>37,59,40,450</u>	<u>34,71,13,100</u>
@ Marked as lien against credit facilities availed		
19 Short-term loans and advances		
	March 31, 2015	March 31, 2014
<i>Unsecured and considered good</i>		
Deposits and Balances with excise authorities	1,19,74,693	1,11,12,991
Sundry Deposits	-	1,35,46,697
Other advances	3,05,05,987	3,76,27,390
	<u>4,24,80,680</u>	<u>6,22,87,078</u>
20 Other current assets		
	March 31, 2015	March 31, 2014
Interest accrued on Investments / Deposits	3,15,87,944	1,59,53,846
	<u>3,15,87,944</u>	<u>1,59,53,846</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
21 Revenue from operations		
Sale of Products		
Export Sales	3,58,37,744	1,49,84,108
Domestic Sales	167,03,74,002	142,90,53,045
	<u>170,62,11,746</u>	<u>144,40,37,153</u>
Less: Excise Duty paid	(8,08,64,373)	(6,88,64,169)
	<u>162,53,47,373</u>	<u>137,51,72,984</u>
Other operating revenues	79,10,485	1,31,85,345
	<u>163,32,57,858</u>	<u>138,83,58,329</u>
22 Other Income		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Income	2,71,86,382	68,77,698
Dividend Income	11,28,274	27,68,163
Net gain / (loss) on sale of investment	(2,32,072)	(90,60,811)
Rent Receipt (refer note : 41)	2,63,200	6,13,200
Income from investments	77,87,377	1,85,86,712
Profit on sale of assets	4,71,252	-
Scrap sales	30,39,438	31,87,098
Bad Debts Recovered	-	18,33,382
Exchange Difference - (Net)	1,54,015	9,64,401
Other Income	57,28,111	26,01,336
	<u>4,55,25,977</u>	<u>2,83,71,179</u>
23 Cost of Materials consumed		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Opening Stock of Raw Materials & Packing Materials	2,84,90,829	3,24,74,269
Purchases of Raw Materials & Packing Materials	55,82,68,575	50,83,74,555
	<u>58,67,59,404</u>	<u>54,08,48,824</u>
Less: Closing Stock of Raw Materials & Packing Materials	3,43,04,315	2,84,90,829
Consumption of Raw & Packing Materials	<u>55,24,55,089</u>	<u>51,23,57,995</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
24 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Opening Stock		
Finished Goods	3,80,77,036	3,72,48,627
Process Stock	-	-
	<u>3,80,77,036</u>	<u>3,72,48,627</u>
Closing stock		
Finished Goods	3,78,39,560	3,80,77,036
Process Stock	-	-
	<u>3,78,39,560</u>	<u>3,80,77,036</u>
(Increase) / Decrease in Stock	2,37,476	(8,28,409)
Excise Duty on Increase / (Decrease) on Finished Goods	1,40,463	1,49,444
	<u>3,77,939</u>	<u>(6,78,965)</u>
25 Employee benefit expenses		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Salaries & Wages	21,37,55,014	18,40,01,531
Contribution to Provident & Other Funds	2,35,88,599	2,32,74,054
Staff Welfare expenses	1,53,76,748	1,39,,30,396
	<u>25,27,20,361</u>	<u>22,12,05,981</u>
26 Financial Costs		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Expenses	46,47,200	1,61,89,699
Bank charges	1,07,283	8,51,039
	<u>47,54,483</u>	<u>1,70,40,738</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
27 Other Expenses		
Power & Fuel	1,65,47,327	1,47,44,844
Repairs & Maintenance :		
Building	17,54,848	7,74,536
Machinery	58,51,311	44,99,382
Others	44,11,960	37,06,735
Consumables	47,73,924	69,42,588
Freight and Transport Charges	4,46,32,082	3,15,98,860
Advertisement	20,25,13,738	11,19,57,528
Selling Expenses	6,52,71,299	5,31,79,931
Commission on Sales	8,34,807	14,61,491
Bad debts	32,88,442	-
Sales Tax	8,89,16,553	7,37,68,987
Rates and Taxes	51,08,816	41,00,681
Insurance	34,24,904	24,16,825
Travelling Expenses	3,91,04,036	3,70,35,000
Conveyance	55,56,828	48,99,812
Retainer & Consultancy	72,92,562	44,54,774
Security Charges	47,32,372	46,45,278
Rent (refer note : 41)	53,21,726	51,76,294
Printing & Stationery	23,44,067	24,88,943
Postage & Telegrams	12,10,275	14,00,432
Communication Expenses	80,49,542	86,03,250
Legal Expenses	3,94,083	3,50,304
Research & Development Expenses	11,66,132	10,08,404
Donations	33,923	12,00,000
Auditor's Remuneration :		
Audit Fees	10,12,000	10,12,000
Tax Representation	-	1,12,360
Other services (including limited review fees)	5,37,643	4,61,238
Out of Pocket expenses	30,618	43,227
Cost Audit Fees	1,00,000	2,00,000
Directors Sitting Fees	5,77,500	5,02,500
Commission to Non-Executive Directors	20,00,000	18,00,000
Lease Rent	17,49,337	14,09,377
Loss on fixed assets sold / discarded	-	3,03,982
EDP Expenses	15,56,475	11,82,368
Miscellaneous Expenses	38,13,818	54,12,753
	<u>53,39,12,948</u>	<u>39,28,54,684</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

28. Monies for which the company is contingently liable :

- a. Bonds executed in favour of Collector of Central Excise, Chennai – ` 8,00,000/- (` 8,00,000)
- b. Guarantees/Letter of Credit issued on behalf of Company by Banks – ` 2,55,44,251/- (` 2,27,73,781/-) and Corporate guarantee given to banks for credit facilities availed by subsidiary company – ` 2,50,00,000/- (` 2,50,00,000/-)
- c. Appeals filed in respect of disputed demands :

	2014-15	2013-14
Excise Duty	61,62,430	61,62,430
E S I	3,96,545	3,96,545
Service Tax	2,23,52,480	2,31,22,929
Income Tax	1,21,36,664	1,21,36,664

Includes ` 51,04,396/- paid under protest.

- d. Lease Rent in respect of lease hold land has been revised by the Government of Tamil Nadu with retrospective effect from November 2001 and the arrears on this account up to 31st March 2015 is ` 7,01,39,899/-. The company has contested the said revision before the Madras High Court in a writ petition. The company has made provision of ` 8,50,600 towards the above.
 - e. Claims against the company not acknowledged as debts : ` 2,68,85,143/- (` 1,88,31,161/-)
 - f. Balances with excise authorities include a sum of ` 79,45,555/- being input credit taken on services which is yet to be adjusted in payment of excise duty in view of decision pending with concerned authorities on this matter in earlier years
29. Estimated amount of capital expenditure commitments ` 5,00,00,000/- (` 5,00,00,000)
30. a. The Company has transferred ` 3,28,148/- (` 3,52,691/-) of unclaimed dividend to Investor Education and Protection Fund during the year.
- b. Unclaimed Dividend amounting to ` 22,785 (` 27,034/-) is pending on account on litigation among claimants.
31. The company has spent ` 17,00,000 towards CSR expenditure for such activities specified in Schedule VII of Companies Act, 2013. Since the company is in the process of identifying further projects for CSR, amount of ` 9,58,557 remains unspent for the financial year.

32. CIF Value of Imports

	2014-15	2013-14
a. Raw & Other Materials	1,96,89,003	1,36,06,997
b. Capital Goods	-	4,44,996
Total	1,96,89,003	1,40,51,993

33. Expenditure in foreign currency

	2014-15	2013-14
a. Travelling Expenses	14,61,661	3,64,403
b. Others	5,20,607	10,43,186
Total	19,82,268	14,07,589

NOTES TO FINANCIAL STATEMENTS - (contd.)

34. Earnings in foreign currency	2014-15	2013-14
	、	、
Export Sales (F.O.B Value)	3,58,37,744	1,49,84,108
35. Clause 32 Disclosure		
a) Loans and Advances in the nature of loans given to subsidiary		
Name of Company	Balance as on 31-03-2015	Maximum balance during the year
	、	、
Amrutnjan Pharmaessense Private Limited	17,02,99,836	17,41,03,268
Notes : Loans and Advances in the nature of loans shown above are without any repayment schedule. Interest u/s 186(7) of Companies Act, 2013 has been charged on the loans granted during the year.		
b) Investment by the loanees in the shares of the company - Nil		

36. Turnover & Stock

Class of Goods	Opening Stock	Purchases	Sales	Closing Stock
	、	、	、	、
Amrutnjan Pain Balm	2,07,67,432	-	1,37,65,31,458	2,53,59,587
Inhaler & Others	111,96,660	-	6,01,55,683	43,26,463
Agency Products	41,54,745	3,94,93,145	6,56,65,712	58,10,124
Beverages	19,58,199	59,82,776	20,38,58,893	23,43,386
	3,80,77,036	4,54,75,921	170,62,11,746	3,78,39,560

37. Details of Consumption and Purchases

Details of Raw Materials Consumed	2014-15 Value	2013-14 Value
	、	、
KARPOOR POWDER	1,21,07,632	1,08,07,346
PUDINAKAPHOOL	9,30,22,496	9,19,34,890
NILGIRI KATEL	2,88,77,972	2,91,54,974
CHAHAKATEL	88,81,742	95,08,829
PUDINAKATEL	31,19,896	39,07,797
GANJNI KATEL	36,06,216	39,57,469
HARD PARAFFIN (N)	1,35,59,823	1,39,38,704
SOFT PARAFFIN	1,88,21,714	1,82,15,052
GANDHAPURATEL	1,53,79,501	1,24,73,615
MICRO WAX	58,57,566	55,58,629
SANITARY PAD	6,58,800	92,47,600
MANGO PULP	2,40,67,534	1,06,97,861
SUGAR	1,82,79,307	1,41,54,957
APPLE CONCENTRATE	20,89,230	23,95,205
OTHERS	2,81,31,175	2,80,38,940
TOTAL	27,64,60,604	26,39,91,868

NOTES TO FINANCIAL STATEMENTS - (contd.)

38. Segment Reporting

(In `)

Primary Business Segments	OTC Products		Beverages		Others		Net Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a) Revenue :								
External Sales	142,56,44,500	123,30,80,899	19,97,02,873	14,20,92,085	79,10,485	1,31,85,345	163,32,57,858	138,83,58,329
Inter Segment Sales	-	-	-	-	-	-	-	-
Total Revenue	142,56,44,500	114,32,60,706	19,97,02,873	19,74,90,753	79,10,485	99,02,187	163,32,57,858	135,06,53,646
(b) Result								
Less : Unallocated expenditure net of unallocated income	28,44,31,436	25,92,87,912	(2,71,19,396)	(2,82,94,991)	(1,75,38,457)	(1,23,34,818)	23,97,73,583	21,86,58,103
Operating Profit							(56,58,867)	(91,05,897)
Interest expense							23,41,14,716	20,95,52,206
Interest Income and Income from Investments							(46,47,200)	(1,61,89,699)
Profit before Tax							3,61,02,033	1,91,71,762
Provision for taxation :							26,55,69,549	21,25,34,269
- Income Tax							(9,20,00,000)	(7,15,00,000)
- Deferred Tax							(7,17,687)	41,97,349
- Short Provision of I.T of earlier years							-	-
Profit after Tax							17,28,51,862	14,52,31,618
(c) Segment Assets	69,72,81,173	61,95,96,804	11,32,83,072	13,85,98,847	39,74,938	44,85,197	81,45,39,183	76,26,80,848
Unallocated Assets							48,79,26,122	47,96,15,525
Total Assets	69,72,81,173	61,95,96,804	11,32,83,072	13,85,98,847	39,74,938	44,85,197	130,24,65,305	124,22,96,373
(d) Segment Liabilities	15,85,75,463	18,59,58,064	3,67,77,396	3,26,86,148	-	-	19,53,52,859	21,86,44,212
Unallocated Liabilities							5,86,62,403	5,44,34,672
Total Liabilities	15,85,75,463	18,59,58,064	3,67,77,396	3,26,86,148	-	-	25,40,15,262	27,30,78,884
(e) Capital expenditure	1,32,90,207	46,22,062	2,11,968	10,45,436	60,01,354	18,31,332	1,95,03,529	74,98,830
Unallocated expenditure							71,38,687	3,10,865
(f) Depreciation	1,89,04,626	2,31,41,394	26,60,002	47,03,019	5,10,259	11,60,739	2,20,74,887	2,90,05,152
Unallocated Depreciation							14,42,658	30,17,565
(g) Significant non-cash items	-	-	-	-	-	-	-	-

The Company has disclosed business segment as the primary segment and is organised in to three main business segments namely OTC products and beverages

The Company caters mainly to the needs of the domestic market and as such there are no reportable geographical segments.

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. Other unallocable expenditure includes revenues and expenses which are not directly identifiable to the individual segments as well as expenses which relate to the Company as a whole.

NOTES TO FINANCIAL STATEMENTS - (contd.)

39. Related Party Disclosures

(i) List of related parties and relationships :

a) Parties where control exists – subsidiaries

Amrutanjan Pharmaessense Private Limited

b) Key Management Personnel :

Sri S. Sambhu Prasad, Chairman & Managing Director

(ii) Transactions with related parties mentioned in (a) above :

Nature of Transaction	2014-2015	2013-2014
Loans / Advances (granted) / recovered	(62,15,845)	(60,78,142)
Rent Received	2,50,000	6,00,000
Interest Received	5,65,050	
Purchase of Fixed Assets	-	48,488
Outstanding as on 31st Mar 2015		
Loans / Advances Receivable (refer note 41)	17,02,99,836	16,40,83,990
Investments	5,00,000	5,00,000
Interest Receivable	5,65,050	-

(iii) Transactions with related parties mentioned in (b) above :

Remuneration	1,21,91,651	1,11,90,306
Dividend Paid	79,44,717	72,22,470
Amount payable as on 31st Mar 2015	10,00,000	7,98,613

40. The amount due from Amrutanjan Pharmaessense Private Limited, a wholly owned subsidiary company includes Rs. 15,38,66,291/- representing the net value of relevant assets and liabilities transferred on 16th May 2011. In the opinion of the management, the said amount will be realized over a period of time taking into account the business opportunities of the said company.

41. The Company's significant leasing arrangements are in respect of operation leases for premises. These leasing arrangements are not non-cancellable and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as Rent in the profit and loss account. (refer note .27)

The company has also given certain land and building on operating lease. The rental income on such lease is included in rental receipt (refer note. 22)

NOTES TO FINANCIAL STATEMENTS - (contd.)

42. Earnings Per Share	2014-15	2013-14
(a) Numerator-Profit as per P & L a/c before extraordinary item (in `)	17,28,51,863	14,52,31,618
(b) Numerator-Profit as per P & L a/c after extraordinary item (in `)	17,28,51,863	14,52,31,618
(c) Denominator- Weighted average number of Equity shares outstanding	1,46,15,315	1,46,15,315
(d) Earnings per share (Basic and Diluted) before extraordinary item (in `)	11.83	9.94
(e) Earnings per share (Basic and Diluted) after extraordinary item (in `)	11.83	9.94
(f) Nominal value of shares (in `)	2.00	2.00
	2014-15	2013-14
43. Employee Benefits		
a) Defined Benefit Plans - As per Actuarial valuation on March 31, 2015		
Gratuity		
A Expense recognised in the statement of Profit & Loss Account for the year ended March 31, 2015		
1 Current service cost	25,68,643	21,66,649
2 Interest Cost	14,82,967	11,91,923
3 Past Service Cost	-	-
4 Expected return on plan assets	(12,75,805)	(12,44,960)
5 Net actuarial (gain) / loss recognised during the year	(2,61,362)	(43,12,385)
6 Total Expense	30,37,167	64,25,997
B Actual return on plan assets		
1 Expected return on plan assets	12,75,805	12,44,960
2 Actuarial gain / (loss) on plan assets	(12,75,805)	(1,75,640)
3 Actual return on plan assets	-	10,69,320
C Net Asset/ Liability recognised in the Balance Sheet		
1 Present value of obligation	2,21,52,204	1,93,03,807
2 Fair value of plan assets	1,60,41,172	1,62,29,942
3 Funded status [surplus/(deficit)]	(61,11,032)	(30,73,865)
4 Net Assets / (Liability) recognised in the Balance Sheet	(61,11,032)	(30,73,865)
D Change in Present value of the Obligation during the year ended March 31 2015		
1 Present value of obligation as at April 1, 2014	1,93,03,807	1,41,87,649
2 Current service cost	25,68,643	21,66,649
3 Interest Cost	14,82,967	11,91,923
4 Past Service Cost	-	-
5 Benefits paid	(1,88,770)	(23,79,159)
6 Actuarial (gain) / loss on obligation	(10,14,443)	41,36,745
7 Present value of obligation as at March 31, 2015	2,21,52,204	1,93,03,807

NOTES TO FINANCIAL STATEMENTS - (contd.)

	2014-15	2013-14
E Change in Assets during the year ended March 31, 2015		
1 Fair Value of plan assets as at April 1, 2014	1,62,29,942	1,59,56,837
2 Expected return on plan assets	12,75,805	12,44,960
3 Adjustment to opening balance	-	10,69,320
4 Contributions made	-	15,82,944
5 Benefits paid	(1,88,770)	(23,79,159)
6 Actuarial gain / (loss) on plan assets	(12,75,805)	(1,75,640)
7 Fair Value of plan assets as at March 31, 2015	1,60,41,172	1,62,29,942
F Major categories of plan assets as a percentage of total plan - 100% Qualifying Insurance Policy		
G Actuarial Assumptions		
1 Discount rate	7.72%	9.17%
2 Expected rate of return on plan assets	8.00%	8.00%
3 Salary Escalation	5.00%	6.00%

- b) Gratuity is administered through Group gratuity scheme with Life Insurance Corporation of India. The expected return on plan assets is based on market expectation at the beginning of the year, for the returns over the entire life of the related obligation.

Leave Salary

The defined benefit obligations which are provided for but not funded as on 31-03-2015 is ₹ 40,10,841 (₹ 34,43,953).

44. Previous Year Figures

Previous year figures have been regrouped wherever necessary to comply with current year's classification.

As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai

Date : 15th May 2015

Annexure Forming part of the Financial Statements

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

Name of the subsidiary : Amrutanjan Pharmaessense Private Limited

Reporting period for the subsidiary concerned, if different from the holding company's reporting period : N.A.

Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries : N.A.

Share capital : ` . 5,00,000/-

Reserves & Surplus : (` . 9,89,43,809/-)

Total assets : ` . 10,79,18,100/-

Total Liabilities : ` . 10,79,18,100/-

Investments : Nil

Turnover : ` . 3,47,54,119/-

Profit before taxation : (` . 2,23,78,546/-)

Provision for taxation : ` . 2,63,070/-

Profit after taxation (` . 2,21,15,476/-)

Proposed Dividend : Nil

% of shareholding : 100%

Notes:

1. Names of subsidiaries which are yet to commence operations : N.A.
2. Names of subsidiaries which have been liquidated or sold during the year : N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Not Applicable

S. Sambhu Prasad
Chairman & Managing Director

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai
Date : 15th May 2015

K. Kannan
General Manager (Finance)

Independent Auditors' Report on Consolidated Financial Statements

To the Board of Directors of Amrutanjan Health Care Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Amrutanjan Health Care Limited (hereinafter referred to as 'the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements.")

Management's Responsibility for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting 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 disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated 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 consolidated financial statements.

Opinion

In our opinion and the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors' report of the Holding Company and subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated statement.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid standalone 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 of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the Directors are disqualified as on 31st March 2015, from being appointed as a Director in terms of 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

- i. The Consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 28 (c) – (f) to the consolidated financial statements;
- ii. The Group does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there were no amounts which were required to be transferred by its subsidiary company.

For P.S.SUBRAMANIA IYER & CO.
Chartered Accountants
Firm Registration No: 004104S

V.Swaminathan
Partner
Membership No : 22276

Place: Chennai
Date: 15.05.2015

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2015

	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	2,92,30,630	2,92,30,630
(b) Reserves and Surplus	4	92,02,75,604	86,31,58,526
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)	5	2,10,08,859	2,77,59,472
(c) Other long term liabilities	6	39,77,861	42,12,861
(d) Long Term Provision	7	59,88,257	58,69,552
(3) Current Liabilities			
(a) Short Term Borrowings	8	2,50,00,000	8,00,00,000
(b) Trade payables	9	7,72,42,350	6,87,33,786
(c) Other current liabilities	10	9,76,32,555	7,12,43,842
(d) Short term Provisions	11	5,86,62,403	5,24,84,325
TOTAL		123,90,18,519	120,26,92,994
ASSETS			
(1) Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		23,93,74,365	26,66,34,043
(ii) Intangible assets		15,26,555	9,71,270
(iii) Capital Work in progress		3,77,10,112	97,28,422
(iv) Intangible assets under development		-	-
(b) Non Current Investments	13	9,09,99,390	9,12,64,609
(c) Long term Loans and advances	14	3,00,72,732	2,58,11,104
(d) Other non current assets	15	1,09,49,336	2,58,03,856
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	16	8,61,37,313	8,72,29,498
(c) Trade receivables	17	27,64,14,095	24,97,11,238
(d) Cash and cash equivalents	18	37,88,52,768	35,20,94,612
(e) Short-term loans and advances	19	5,59,58,959	7,74,90,496
(f) Other Current assets	20	3,10,22,894	1,59,53,846
TOTAL		123,90,18,519	120,26,92,994
Significant accounting policies	2		

The accompanying notes form an integral part of Financial Statements
As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai
Date : 15th May 2015

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

	Note No.	31st March, 2015	31st March, 2014
Revenue from operations	21	166,56,85,299	141,72,81,835
Other Income	22	4,47,58,216	2,94,19,531
Total Revenue		<u>171,04,43,515</u>	<u>144,67,01,366</u>
EXPENSES:			
Cost of materials consumed	23	57,53,12,530	53,06,60,911
Purchase of Stock-in-Trade		4,95,79,006	3,07,36,655
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	26,46,582	86,51,643
Employee benefit expense	25	25,86,57,540	22,82,44,692
Financial costs	26	71,10,670	1,76,61,873
Depreciation and amortization expense		3,20,98,628	3,60,06,284
Other expenses	27	54,18,47,556	40,09,34,969
Total Expenses		<u>146,72,52,512</u>	<u>125,28,97,027</u>
Profit before extraordinary items and tax		24,31,91,003	19,38,04,339
Extraordinary items		–	–
Profit before tax		24,31,91,003	19,38,04,339
Tax expense:			
Current tax		(9,20,00,000)	(7,15,00,000)
Deferred tax		(4,54,617)	21,33,178
Profit/(Loss) for the period		15,07,36,386	12,44,37,517
Earning per equity share:	36		
Basic and Diluted before extraordinary item		10.31	8.51
Basic and Diluted after extraordinary item		10.31	8.51
Significant accounting policies	2		

The accompanying notes form an integral part of Financial Statements
As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai
Date : 15th May 2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015	Year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	24,31,91,003	19,38,04,339
Adjustments for:		
Depreciation & Amortisation	3,20,98,628	3,60,06,284
CSR Expenditure	(17,00,000)	-
Interest received	(2,66,91,751)	(69,12,900)
Income from Investments	(77,87,377)	(1,85,86,712)
Amortisation of Premium on Investments	1,05,485	12,92,537
Dividend received	(11,28,274)	(27,68,163)
Rent receipts	(13,200)	(13,200)
Profit on sale of Fixed Assets	(4,71,252)	-
Net (gain) /loss on sale of Investments	2,32,072	90,60,811
Interest paid	69,32,259	1,67,26,509
Loss on sale of fixed assets	-	3,03,982
Operating Profit before Working Capital Changes	24,47,67,593	22,89,13,487
Adjustments for:		
Trade & other receivables	(73,66,980)	4,05,65,852
Inventories	10,92,185	1,51,79,281
Trade payables	3,84,39,718	(3,66,11,959)
Cash generated from operations	27,69,32,516	24,80,46,661
Direct Taxes Paid	(9,37,79,104)	(7,35,63,859)
Net Cash from operating activities	18,31,53,412	17,44,82,802
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(5,80,61,330)	(1,13,60,023)
Sale / Transfer of fixed assets	5,61,553	36,69,047
(Purchase) / Sale of investments	(1,12,747)	14,79,39,189
Fixed deposit with banks withdrawn/(placed) (under lien)	(1,13,19,442)	(22,67,589)
Interest received	1,88,45,030	2,41,50,104
Dividend received	11,28,274	27,68,163
Rent received	13,200	13,200
Net Cash (used in) / generated from Investing Activities	(4,89,45,462)	16,49,12,091

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015	Year ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Long Term Loan	-	-
Increase / (Decrease) in Short Term Loans	(5,50,00,000)	(7,11,83,704)
Dividend paid (including interim Dividend & Dividend Tax)	(5,69,09,484)	(5,12,97,567)
Interest paid	(73,64,798)	(1,66,80,028)
Net Cash (used in) / generated from financing Activities	(11,92,74,282)	(13,91,61,299)
Net Increase / (Decrease) in cash & cash equivalents	1,49,33,668	20,02,33,594
Cash and cash equivalents opening balance	29,17,31,455	9,14,97,861
Cash and cash equivalents closing balance	30,66,65,123	29,17,31,455

Notes :

1. Cash and Cash equivalent comprise of:

	As at 31st March, 2015	As at 31st March, 2014
Cash in hand	5,40,732	4,00,156
Cheques in hand	3,71,31,697	6,59,75,686
Balances with banks : in Current Accounts	2,06,47,172	1,53,55,613
in Deposit Accounts	24,83,45,522	21,00,00,000
	30,66,65,123	29,17,31,455
Add : Deposits (under lien)	6,36,72,919	5,23,53,477
Dividend Accounts	85,14,726	80,09,680
Cash and Cash equivalents (As per Note 18)	37,88,52,768	35,20,94,612

- Cash flow statement has been prepared under the indirect method as setout in Accounting Standard - 3 notified under the Companies (Accounting Standard) Rules 2006.
- Purchase of fixed assets includes movements of capital work-in-progress during the year.
- Previous year's figures have been re-grouped/reclassified wherever applicable.

As per our Report of even date

For P.S. Subramania Iyer & Co.,
Chartered Accountants
V. Swaminathan
Partner
Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai

Date : 15th May 2015

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BACKGROUND

Amrutanjan Health Care Limited was established in the year 1893 and specializing in Ayurvedic balm for headaches, cold and cough. The Company is a public limited company and is listed on the Bombay Stock Exchange(BSE) and the National Stock Exchange (NSE).

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis for preparation

The financial statements of subsidiaries are included in the consolidated financial statements. The consolidated financial statements are drawn up by using uniform accounting policies for like transactions and other events and are presented to the extent possible, in the same manner as the company's individual financial statements. Inter company receivables and liabilities, income and expenses are eliminated. The difference between the cost of investments in subsidiaries over the book value of the subsidiaries on the date of acquisition are recognized in the consolidated financial statements as goodwill where the difference is positive and as capital reserve where the difference is negative. The goodwill arising on consolidation is not amortized but instead evaluated for impairment.

2.2. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimate is recognized prospectively – Current and future periods.

2.3. Revenue recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Sale of goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of excise duties.

Sale of Services: Income from services are recognised as and when the services are rendered.

Other Income: Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Insurance claims and scrap sales proceeds are accounted on cash basis.

2.4. Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets.

The Company has given effect to the useful life of assets for the purpose of computation of depreciation as per Schedule II of the Companies Act, 2013. Further the carrying amount of assets, where the remaining useful life is nil has been recognized in the opening balance of retained earnings amounting to ₹ 3,05,37,992/- (net of deferred tax liability). Additions made during the year was depreciated pro-rata from the date of addition. Freehold / Leasehold lands are not depreciated. Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

2.5. Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a written down value method as per the prescribed Accounting Standards. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. Non-compete fees amortised over the period of agreement. The goodwill arising on consolidation is not amortised but instead evaluated for impairment.

2.6. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.7. Impairment

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.8. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Investment property: Investment in buildings that are not intended to be occupied substantially for use by, or in the operations of, the Company, have been classified as investment property. Investment properties are carried at cost less accumulated depreciation.

2.9. Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the weighted average cost method method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

2.10. Lease Assets

As a lessee:

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability at the implicit rate of return. Finance charges are charged to the Statement of Profit and Loss.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss.

As a lessor:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

2.11. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Exchange difference arising on foreign exchange transactions during the year and on restatement of monetary assets and liability are recognized in the Statement of Profit and Loss of the year.

2.12. Retirement and other employee benefits

a. Provident fund:

Eligible employees receive benefits from the provident fund, which is a defined contribution plan. Both the employee and the Company make monthly contributions to the provident fund plan equal to specified percentage of the covered employee's basic salary. The Company has no further obligations under the plan beyond its monthly contribution.

b. Gratuity:

The Company provides for gratuity, a defined benefit retirement Plan (the "Gratuity Plan") covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation (LIC). Under this scheme the settlement obligation remains with the Company although the LIC administers the scheme and determines the contribution premium required to be paid by the Company. Gratuity, which is a defined benefit scheme, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

c. Compensated absence:

Provision for compensated absence is made by the Company based on an actuarial valuation as at the balance sheet date of the unavailed leave standing to the credit of employees in accordance with the service rules of the Company.

2.13. Accounting for Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.14. Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

2.15. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses".

2.16. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid.

2.17. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	As at March 31, 2015	As at March 31, 2014
3 Share Capital		
a Authorised Share Capital:		
2,50,00,000 (2,50,00,000) Equity Shares of ₹ 2/- (₹ 2/-) each	5,00,00,000	5,00,00,000
b Issued, Subscribed and Fully Paid up Share Capital		
1,46,15,315 (1,46,15,315) Equity Shares of ₹ 2/- (₹ 2/-) each	2,92,30,630	2,92,30,630
c Reconciliation of Shares		
Number of Equity at the beginning of year	1,46,15,315	1,46,15,315
Add : Issued during the Year	-	-
Less: Buy Back	-	-
Number of Equity at the end of the year	1,46,15,315	1,46,15,315

d Number of Shares held by share holders more than 5% of total Shares

Name of the Share holder	As on 31st March 2015		As on 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
Mr. Sambhu Prasad S	24,07,490	16.47%	24,07,490	16.47%
Mrs. Leela Bhramara	12,42,425	8.50%	12,42,425	8.50%
Miss. Ramayamma S	11,14,905	7.63%	11,14,905	7.63%
Mrs. Nageswaramma P	9,27,580	6.35%	9,27,580	6.35%

e Equity share bought back (during 5 years preceding March 31, 2015) :

Period ended	No. of Shares	Face Value Per Share	Face Value of Shares Bought back
March 31, 2015	-	-	-
March 31, 2014	-	-	-
March 31, 2013	-	-	-
March 31, 2012	1,06,937	10	10,69,370
March 31, 2011	-	-	-

Terms / Rights / restrictions attached to shares :

The company has only one type of equity shares. Every shareholder is entitled to one vote per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
4 Reserves and Surplus		
a) Capital redemption reserve	27,69,370	27,69,370
b) General Reserve		
Opening balance	53,14,80,866	48,14,80,866
Add : Transferred from Statement of Profit & Loss	50,00,000	5,00,00,000
Less : Reduction in carrying amount of assets as per Schedule II of Companies Act, 2013 (net of deferred tax)	(3,05,37,992)	-
Closing balance	50,59,42,874	53,14,80,866
c) Contingency reserve	-	-
d) Surplus in Statement of Profit & Loss		
Opening balance	32,89,08,290	30,91,88,176
Add : Current year surplus	15,07,36,386	12,44,37,517
Less : Transfer to general reserve	(50,00,000)	(5,00,00,000)
Less : CSR Expenditure	(17,00,000)	-
Less : Interim Dividend - Paid [` 1.10/- per share (previous year ` 1/- per share)]	(1,60,76,847)	(146,15,315)
Less : Tax on Interim Dividend	(32,14,424)	(24,83,875)
Less: Final Dividend - Proposed [` 2.40/- per share (previous year ` 2/- per share)]	(3,50,76,756)	(3,21,53,693)
Less: Tax on Proposed Dividend	(70,13,289)	(54,64,520)
Closing Balance	41,15,63,360	32,89,08,290
TOTAL	92,02,75,604	86,31,58,526
5 Deferred tax liability		
	March 31, 2015	March 31, 2014
Deferred tax liability arising from timing differences in respect of fixed assets	2,23,85,175	2,82,64,719
Deferred tax liability arising from timing differences in respect of expenses /provisions	(13,76,316)	(5,05,247)
Net Deferred Tax Liability	2,10,08,859	2,77,59,472
6 Other long term liabilities		
	March 31, 2015	March 31, 2014
Rent Deposits	1,59,600	3,79,600
Caution deposits from customers	38,18,261	38,33,261
	39,77,861	42,12,861
7 Long-term Provisions		
	March 31, 2015	March 31, 2014
Provision for employee benefits		
Provision for gratuity	26,54,278	30,73,865
Provision for compensated absences	33,33,979	27,95,687
	59,88,257	58,69,552

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
8 Short term borrowings		
a) Secured Loan :		
Working Capital Demand Loan - Bank *	2,50,00,000	8,00,00,000
	<u>2,50,00,000</u>	<u>8,00,00,000</u>
* secured by hypothecation of specific plant and machinery, inventories, book debts and lien on specific fixed deposits.		
9 Trade Payables		
	March 31, 2015	March 31, 2014
Due to Micro Small and Medium Enterprises	37,26,147	92,18,483
Due to Others	<u>7,35,16,203</u>	<u>5,95,15,303</u>
	<u>7,72,42,350</u>	<u>6,87,33,786</u>
The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under :		
Principal amount due and remaining unpaid	8,15,102	63,28,903
Interest due on above and the unpaid interest	29,11,045	28,89,580
Interest paid	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	21,465	8,64,780
Amount of further interest remaining due and payable in succeeding years	-	-
10 Other current liabilities		
	March 31, 2015	March 31, 2014
Current maturities of long term debt.	-	-
Interest accrued but not due on borrowings	-	4,32,539
Other payables		
- Creditors for capital goods	13,24,243	5,00,040
- Creditors for expenses	7,00,54,003	4,69,89,186
- Other liabilities	1,47,39,583	1,22,72,646
Due to directors	30,00,000	30,39,751
Unclaimed dividend	<u>85,14,726</u>	<u>80,09,680</u>
	<u>9,76,32,555</u>	<u>7,12,43,842</u>
11 Short Term Provisions		
Provision for employee benefits		
Provision for gratuity	34,56,754	-
Provision for compensated absences	<u>6,76,862</u>	<u>6,48,266</u>
	41,33,616	6,48,266
Other Provisions		
Provisions for income tax (net of advance tax)	1,24,38,742	1,42,17,846
Provisions for dividend	3,50,76,756	3,21,53,693
Provision for dividend tax	<u>70,13,289</u>	<u>54,64,520</u>
	<u>5,45,28,787</u>	<u>5,18,36,059</u>
	<u>5,86,62,403</u>	<u>5,24,84,325</u>

NOTES TO FINANCIAL STATEMENTS - (contd.)

12 Fixed Assets

(in `)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As on 1 April 2014	Addition	Deletion	Adjustments*	As on 31 March 2015	As on 1 April 2014	Addition	Deletion	Adjustments*	As on 31 March 2015	As on 31 March 2014
I. Tangible Assets											
a) Own assets											
Land	1,57,00,689	71,38,687	-	-	2,28,39,376	-	-	-	-	2,28,39,376	1,57,00,689
Building	11,39,81,932	-	-	54,87,339	10,84,94,593	4,18,42,929	30,57,116	-	44,89,672	6,80,84,220	7,21,39,003
Plant And Machinery	27,02,69,639	1,34,07,005	-	4,55,91,367	23,80,85,277	10,60,85,823	2,46,75,875	-	2,82,66,567	13,55,90,146	16,41,83,816
Furniture, Fittings & Lab Equipments	2,65,67,574	4,37,698	-	1,46,49,071	1,23,56,201	1,73,15,498	16,90,241	-	1,23,82,195	66,23,544	92,52,076
Vehicles	1,22,49,172	35,94,950	1021,450	20,16,874	1,28,05,798	90,60,835	12,07,732	9,52,582	19,98,524	73,17,461	54,88,337
Computers	2,11,84,493	11,75,296	45,500	1,78,62,045	44,52,244	1,92,37,686	11,06,251	24,067	1,72,97,618	30,22,252	19,46,807
	45,99,53,499	2,57,53,636	1066,950	8,56,06,696	39,90,33,489	19,35,42,771	3,17,37,215	9,76,649	6,44,34,576	15,98,68,761	26,64,10,728
b) Leasehold assets											
Building	4,50,000	-	-	-	4,50,000	226,685	13,678	-	-	2,40,363	223,315
Total Tangible Assets (a+b)	4,604,03,499	2,57,53,636	10,66,950	8,56,06,696	39,94,83,489	19,37,69,456	3,17,50,893	9,76,649	6,44,34,576	16,01,09,124	26,66,34,043
II. Intangible Assets											
Goodwill	25,000	-	-	25,000	-	-	-	-	-	-	25,000
Non-Compete Fees	50,00,000	-	-	-	50,00,000	50,00,000	-	-	-	50,00,000	-
Computer software	47,03,011	8,88,580	-	2,21,020	53,70,571	37,56,741	3,07,326	-	220,051	38,44,016	9,46,270
Total Intangible Assets	97,28,011	8,88,580	-	2,46,020	1,03,70,571	87,56,741	3,07,326	-	220,051	88,44,016	9,71,270
Grand Total (I + II)	47,01,31,510	2,66,42,216	10,66,950	8,58,52,716	40,98,54,060	20,25,26,197	3,20,58,219	9,76,649	6,46,54,627	16,89,53,140	26,76,05,313
As per Last Balance Sheet	46,73,90,596	78,50,892	51,09,979	-	47,01,31,509	16,76,48,724	3,59,68,242	10,90,770	-	20,25,26,196	29,97,41,872
Capital Work-In-Progress										3,77,10,112	97,28,422

* Adjustments represents reduction in carrying amount of assets as per Schedule II of Companies Act,2013 (refer note 2.4)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	Face Value	March 31, 2015	March 31, 2014
13 Non Current Investments			
Investment Property (at Cost less accumulated depreciation)			
Cost of Land & Building given on operating Lease		1798,742	1798,742
Less: Accumulated Depreciation		(788,957)	(748,548)
Net Block		<u>1009,785</u>	<u>1050,194</u>
Non-Trade Investments (Unquoted) :			
National Savings Certificates (Deposited with the Collector of Central Excise, Chennai)		5,500	5,500
5 Equity Shares in Capexil (Agencies) Ltd. of ` 1,000/- each fully paid		5,000	5,000
60,800 Equity Shares of ` 1/- each in Madras Stock Exchange Ltd.		1,60,000	1,60,000
Non-Trade Investments (Quoted) :			
1950 Equity Shares in Marg Securities & Infrastructure Ltd of ` 10/- each fully paid (sold during the year)		-	65,325
1,006 Equity Shares in NTPC Ltd of ` 10/- each fully paid		62,372	62,372
190 Equity Shares in Punjab National Bank of ` 10/- each fully paid		14,820	14,820
450 Equity Shaes in Periakaramalai Tea & Produce Co. Ltd of ` 10/- each fully paid (sold during the year)		-	54,000
10 Equity Shares in Dewan Housing Finance Ltd of ` 10/- each fully paid		2,244	2,244
50000 (8.23%) Tax Free Bonds of Indian Railway Finance Corporation Limited of ` 1,000/- each		5,00,00,000	5,00,00,000
2,100 (Zero Coupon) Bonds of NABARD of ` 20,000 each		2,24,70,000	2,24,70,000
16,800 (10.24%) Debebtures of L & T Finance Limited of ` 1,000/- each		<u>1,72,69,669</u>	<u>1,73,75,154</u>
Total		<u>9,09,99,390</u>	<u>9,12,64,609</u>
Quoted Investments - Cost		8,98,19,105	9,00,43,915
- Market Value		8,99,19,516	9,00,59,586
Unquoted Investments - Cost		<u>1,70,500</u>	<u>1,70,500</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
14 Long Term Loans and advances		
Unsecured, Considered good		
Capital Advance	3,00,72,732	2,58,11,104
	<u>3,00,72,732</u>	<u>2,58,11,104</u>
15 Other Non Current assets		
	March 31, 2015	March 31, 2014
Balance with excise authorities, paid under protest	30,61,202	24,61,202
Bottles & Crates	-	1,65,45,134
Security deposits	78,88,134	67,97,520
	<u>1,09,49,336</u>	<u>2,58,03,856</u>
16 Inventories		
	March 31, 2015	March 31, 2014
Raw Materials	2,04,02,861	2,68,49,726
Work In Progress	-	21,84,020
Finished Stock	3,78,39,560	4,67,23,772
Packing Materials	2,78,94,892	1,14,71,980
	<u>8,61,37,313</u>	<u>8,72,29,498</u>
17 Trade Receivables		
	March 31, 2015	March 31, 2014
<i>Unsecured, Considered good</i>		
Outstanding for a period exceeding 6 months	6,73,52,381	6,80,04,359
Others	20,90,61,714	18,17,06,879
	<u>27,64,14,095</u>	<u>24,97,11,238</u>
<i>Unsecured, Considered Doubtful</i>		
Outstanding for a period exceeding 6 months	3,04,79,696	3,04,79,696
Less : Provision for Doubtful Debts	<u>(3,04,79,696)</u>	<u>(3,04,79,696)</u>
	<u>27,64,14,095</u>	<u>24,97,11,238</u>
18 Cash & Cash equivalents		
	March 31, 2015	March 31, 2014
Cash in Hand	5,40,732	4,00,156
Cheques in Hand	3,71,31,697	6,59,75,686
Balance with Banks		
Current Accounts	2,06,47,172	1,53,55,613
Fixed Deposits maturing within 3 months	49,15,000	6,00,00,000
Other Bank Balances		
Fixed Deposits with maturity of less than 12 months	11,22,60,659	15,00,00,000
Fixed Deposits with maturity of more than 12 months	13,11,69,863	-
Fixed Deposits under lien @	6,36,72,919	5,23,53,477
Unclaimed Dividend Accounts	85,14,726	80,09,680
	<u>37,88,52,768</u>	<u>35,20,94,612</u>
@ marked as lien against credit facilities availed		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	March 31, 2015	March 31, 2014
19 Short-term loans and advances		
Unsecured, Considered good		
Deposits and Balances with excise authorities	2,43,76,043	2,27,21,664
Sundry Deposits	-	1,35,46,697
Other advances	3,15,82,916	4,12,22,135
	<u>5,59,58,959</u>	<u>7,74,90,496</u>
20 Other current assets		
	March 31, 2015	March 31, 2014
Interest accrued on Investments / Deposits	3,10,22,894	1,59,53,846
	<u>3,10,22,894</u>	<u>1,59,53,846</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
21 Revenue from operations		
Sale of Products		
Export Sales	5,20,20,313	3,13,94,797
Domestic Sales	168,89,45,552	144,32,11,968
	<u>174,09,65,865</u>	<u>147,46,06,765</u>
Less: Excise Duty paid	(8,31,91,051)	(7,05,10,275)
	<u>165,77,74,814</u>	<u>140,40,96,490</u>
Other operating revenues	79,10,485	1,31,85,345
	<u>166,56,85,299</u>	<u>141,72,81,835</u>
22 Other Income		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Income	2,66,91,751	69,12,900
Dividend Income	11,28,274	27,68,163
Net gain / (loss) on sale of investment	(2,32,072)	(90,60,811)
Rent Receipt (refer note : 35)	13,200	13,200
Income from investments	77,87,377	1,85,86,712
Profit on sale of assets	4,71,252	-
Scrap sales	30,39,438	34,26,812
Bad Debts Recovered	-	18,33,382
Exchange Difference - (Net)	128,245	18,20,558
Other Income	57,30,751	31,18,615
	<u>4,47,58,216</u>	<u>2,94,19,531</u>
23 Cost of Materials consumed		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Opening Stock of Raw Materials& Packing Materials	3,83,21,706	4,49,98,788
Purchases Of Raw Materials & Packing Materials	57,67,26,464	52,39,83,829
	<u>61,50,48,170</u>	<u>56,89,82,617</u>
Less: Closing Stock of Raw Materials & Packing Materials	3,97,35,640	3,83,21,706
Consumption of Raw & Packing Materials	<u>57,53,12,530</u>	<u>53,06,60,911</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
24 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Opening Stock		
Finished Goods	4,67,23,772	4,95,54,347
Process Stock	21,84,020	78,55,644
	<u>4,89,07,792</u>	<u>5,74,09,991</u>
Closing stock		
Finished Goods	4,64,01,673	4,67,23,772
Process Stock	-	21,84,020
	<u>4,64,01,673</u>	<u>4,67,23,772</u>
(Increase) / Decrease in Stock	25,06,119	85,02,199
Excise Duty on Increase / (Decrease) on Finished Goods	1,40,463	1,49,444
	<u>26,46,582</u>	<u>86,51,643</u>
25 Employee benefit expenses		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Salaries & Wages	21,89,50,772	19,03,18,222
Contribution to Provident & Other Funds	2,40,18,351	2,36,76,490
Staff Welfare expenses	1,56,88,417	1,42,49,980
	<u>25,86,57,540</u>	<u>22,82,44,692</u>
26 Financial Costs		
	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Expenses	69,32,259	1,67,26,509
Bank charges	1,78,411	9,35,364
	<u>71,10,670</u>	<u>1,76,61,873</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
27 Other Expenses		
Power & Fuel	1,83,82,356	1,65,70,727
Repairs & Maintenance :		
Building	17,67,073	7,81,320
Machinery	72,67,030	56,94,591
Others	47,86,843	41,95,407
Consumables	47,73,924	69,42,588
Freight and Transport Charges	4,48,89,081	3,24,33,902
Advertisement	20,25,13,738	11,19,57,528
Selling Expenses	6,52,71,299	5,31,79,931
Commission on Sales	8,34,807	14,61,491
Bad debts	32,88,442	-
Sales Tax	8,92,81,621	7,41,15,163
Rates and Taxes	55,07,286	45,34,886
Insurance	40,74,177	27,04,088
Travelling Expenses	3,98,44,035	3,77,22,302
Conveyance	55,56,828	48,99,812
Retainer & Consultancy	73,73,374	44,65,553
Security Charges	58,53,047	55,68,555
Rent (refer note : 35)	53,21,726	51,76,294
Printing & Stationery	23,58,411	25,05,943
Postage & Telegrams	12,10,275	14,00,432
Communication Expenses	82,74,105	89,51,278
Legal Expenses	3,94,083	4,05,504
Research & Development Expenses	11,66,132	10,08,404
Donations	33,923	12,00,000
Auditor's Remuneration :		
Audit Fees	12,12,000	12,12,000
Tax Representation	-	1,12,360
Other services (including limited review fees)	6,34,273	5,11,238
Out of Pocket expenses	30,618	43,227
Cost Audit Fees	1,00,000	2,00,000
Directors Sitting Fees	5,77,500	5,02,500
Commission to Non-Executive Directors	20,00,000	18,00,000
Lease Rent	17,49,337	14,09,377
Loss on fixed assets sold / discarded	-	3,03,982
EDP Expenses	15,56,475	11,82,368
Miscellaneous Expenses	39,63,737	57,82,218
	<u>54,18,47,556</u>	<u>40,09,34,969</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

28. Monies for which the company is contingently liable :

- a. Bonds executed in favour of Collector of Central Excise, Chennai – ` 8,00,000/- (` 8,00,000)
- b. Guarantees/Letter of Credit issued on behalf of Company by Banks – ` 5,05,44,251/- (` 4,77,73,781/-)

c. Appeals filed in respect of disputed demands :

	2014-15	2013-14
Excise Duty	61,62,430	61,62,430
E S I	3,96,545	3,96,545
Service Tax	2,23,52,480	2,31,22,929
Income Tax	1,21,36,664	1,21,36,664

Includes ` 51,04,396 paid under protest

- d. Lease Rent in respect of lease hold land has been revised by the Government of Tamil Nadu with retrospective effect from November 2001 and the arrears on this account up to 31st March 2015 is ` 7,01,39,899/-. The company has contested the said revision before the Madras High Court in a writ petition and pending resolution of the proceedings, it is not practicable neither to estimate the liability nor the timing of the cash outflows. The company has made provision of ` 8,50,600 towards the same.
- e. Claims against the company not acknowledged as debts : ` 2,68,85,143/- (1,88,31,161/-)
- f. Balances with excise authorities include a sum of ` 79,45,555/- being input credit taken on services which is yet to be adjusted in payment of excise duty in view of decision pending with concerned authorities on this matter in earlier years

29. Estimated amount of capital expenditure commitments ` 5,00,00,000/- (` 5,00,00,000)

30. a. The Company has transferred ` 3,28,148/- (` 3,52,691/-) of unclaimed dividend to Investor Education and Protection Fund during the year.
- b. Unclaimed Dividend amounting to ` 22,785 (` 27,034/-) is pending on account on litigation among claimants.
31. The company has spent ` 17,00,000 towards CSR expenditure for such activities specified in Schedule VII of Companies Act,2013.Since the company is in the process of identifying further projects for CSR, amount of ` 20,87,786 remains unspent for the financial year.
32. The Consolidated Financial Statements have been prepared by combining the accounts of Amrutanjan Health Care Limited and Amrutanjan Pharmaessense Private Limited (Wholly Owned Subsidiary) on a line to line basis as required by AS 21.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

33. Segment Reporting

(In `)

Primary Business Segments	OTC Products		Beverages		Pharmaessense		Others		Net Total	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
(a) Revenue :										
External Sales (net of Excise Duty)	142,56,44,500	123,30,80,899	19,97,02,873	14,20,92,085	3,24,27,441	2,89,23,506	79,10,485	1,31,85,345	166,56,85,299	141,72,81,835
Inter Segment Sales	-	-	-	-	-	-	-	-	-	-
Total Revenue	142,56,44,500	114,32,60,706	19,97,02,873	19,74,90,753	3,24,27,441	2,89,23,506	79,10,485	99,02,187	166,56,85,299	135,06,53,646
(b) Result	28,41,81,436	25,92,87,912	(2,71,19,396)	(2,82,94,991)	(1,92,78,437)	(1,76,28,322)	(1,75,38,457)	(1,23,34,818)	22,02,45,146	20,10,29,781
Less : Unallocated expenditure net of unallocated Income									(56,58,867)	(97,05,897)
Operating Profit									21,45,86,279	19,13,23,884
Interest expense									(69,32,259)	(1,67,26,509)
Interest Income and Income from Investments									3,55,36,983	1,92,06,964
Profit before Tax									24,31,91,003	19,38,04,339
Provision for taxation :									(9,20,00,000)	(7,15,00,000)
- Income Tax									(4,54,617)	21,33,178
- Deferred Tax									-	-
- Extraordinary Items (net of tax)									15,07,36,386	12,44,37,517
Profit after Tax									96,847,9,847	96,09,28,491
(c) Segment Assets	69,72,81,173	61,95,96,804	11,32,83,072	13,85,98,847	15,39,40,664	19,82,47,643	39,74,938	44,85,197	271,103,722	24,17,64,503
Unallocated Assets									123,95,83,569	120,26,92,994
Total Assets	69,72,81,173	61,95,96,804	11,32,83,072	13,85,98,847	15,39,40,664	19,82,47,643	39,74,938	44,85,197	23,14,14,932	25,58,69,167
(d) Segment Liabilities	15,85,75,463	18,59,58,064	3,67,77,396	3,26,86,148	3,60,62,073	3,72,24,955	-	-	5,86,62,403	5,44,34,671
Unallocated Liabilities									29,00,77,335	31,03,03,838
Total Liabilities	15,85,75,463	18,59,58,064	3,67,77,396	3,26,86,148	3,60,62,073	3,72,24,955	-	-	1,95,03,529	78,50,892
(e) Capital expenditure	1,32,90,207	46,22,062	2,11,968	10,45,436	-	3,52,062	60,01,354	18,31,332	71,38,687	-
Unallocated expenditure									3,20,54,085	3,59,68,242
(f) Depreciation	1,89,04,626	2,31,41,394	26,60,002	47,03,019	99,79,198	69,63,090	5,10,259	11,60,739	44,543	38,042
Unallocated Depreciation									-	-
(g) Significant non-cash items	-	-	-	-	-	-	-	-	-	-

The Company has disclosed business segment as the primary segment and is organised in to three main business segments namely OTC products, Chemicals, Beverages and others.

The Company caters mainly to the needs of the domestic market and as such there are no reportable geographical segments.

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. Other unallocable expenditure includes revenues and expenses which are not directly identifiable as well as expenses which relate to the Company as a whole.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

34. Related Party Disclosures

(i) List of related parties and relationships :

- a) Parties where control exists - Nil
- b) Key Management Personnel : Sri S. Sambhu Prasad, Chairman & Managing Director

(ii) Transactions with related parties mentioned in (a) above :

Nature of Transaction	2014-15	2013-14
Nil	-	-

(iii) Transactions with related parties mentioned in (b) above :

Remuneration	1,21,91,651	1,11,90,306
Dividend Paid	79,44,717	72,22,470
Amount payable as on 31st Mar 2015	10,00,000	7,98,613

35. The Company's significant leasing arrangements are in respect of operation leases for premises. These leasing arrangements are not non-cancellable and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as Rent in the profit and loss account. (refer note .27)

The company has also given certain land and building on operating lease. The rental income on such lease is included in rental receipt (refer note. 22)

36. Earnings Per Share

	2014-15	2013-14
(a) Numerator-Profit as per P & L a/c before extraordinary item (in `)	15,07,36,386	12,44,37,517
(b) Numerator-Profit as per P & L a/c after extraordinary item (in `)	15,07,36,386	12,44,37,517
(c) Denominator- Weighted average number of Equity shares outstanding	1,46,15,315	1,46,15,315
(d) Earnings per share (Basic and Diluted) before extraordinary item (in `)	10.31	8.51
(e) Earnings per share (Basic and Diluted) after extraordinary item (in `)	10.31	8.51
(f) Nominal value of shares (in `)	2.00	2.00

37. Employee Benefits

a) Defined Benefit Plans - As per Actuarial valuation on March 31, 2015	2014-15	2013-14
Gratuity	-	-
A Expense recognised in the statement of Profit & Loss Account for the year ended March 31, 2015		
1 Current service cost	25,68,643	21,66,649
2 Interest Cost	14,82,967	11,91,923
3 Past Service Cost	-	-
4 Expected return on plan assets	(12,75,805)	(12,44,960)
5 Net actuarial (gain) / loss recognised during the year	(2,61,362)	(43,12,385)
6 Total Expense	30,37,167	64,25,997

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

	2014-15	2013-14
B Actual return on plan assets		
1 Expected return on plan assets	12,75,805	12,44,960
2 Actuarial gain / (loss) on plan assets	(12,75,805)	(1,75,640)
3 Actual return on plan assets	-	10,69,320
C Net Asset/ Liability recognised in the Balance Sheet		
1 Present value of obligation	2,21,52,204	1,93,03,807
2 Fair value of plan assets	1,60,41,172	1,62,29,942
3 Funded status [surplus/(deficit)]	(61,11,032)	(30,73,865)
4 Net Assets / (Liability) recognised in the Balance Sheet	(61,11,032)	(30,73,865)
D Change in Present value of the Obligation during the year ended March 31, 2015		
1 Present value of obligation as at April 1, 2014	1,93,03,807	1,41,87,649
2 Current service cost	25,68,643	21,66,649
3 Interest Cost	14,82,967	11,91,923
4 Past Service Cost	-	-
5 Benefits paid	(1,88,770)	(23,79,159)
6 Actuarial (gain) / loss on obligation	(10,14,443)	41,36,745
7 Present value of obligation as at March 31, 2015	2,21,52,204	1,93,03,807
E Change in Assets during the year ended March 31, 2015		
1 Fair Value of plan assets as at April 1, 2014	1,62,29,942	1,59,56,837
2 Expected return on plan assets	12,75,805	12,44,960
3 Adjustment to opening balance	-	10,69,320
4 Contributions made	-	15,82,944
5 Benefits paid	(1,88,770)	(23,79,159)
6 Actuarial gain / (loss) on plan assets	(12,75,805)	(1,75,640)
7 Fair Value of plan assets as at March 31, 2015	1,60,41,172	1,62,29,942
F Major categories of plan assets as a percentage of total plan - 100% Qualifying Insurance Policy		
G Actuarial Assumptions		
1 Discount rate	7.72%	9.17%
2 Expected rate of return on plan assets	8.00%	8.00%
3 Salary Escalation	5.00%	6.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (contd.)

- b) Gratuity is administered through Group gratuity scheme with Life Insurance Corporation of India. The expected return on plan assets is based on market expectation at the beginning of the year, for the returns over the entire life of the related obligation.

Leave Salary

The defined benefit obligations which are provided for but not funded as on 31-03-2015 is ` 40,10,841 (` 34,43,953).

38. Previous Year Figures

Previous year figures have been regrouped wherever necessary to comply with current year's classification.

As per our Report of even date

For P.S. Subramania Iyer & Co.,

Chartered Accountants

V. Swaminathan

Partner

Membership No.22276

S. Sambhu Prasad
Chairman & Managing Director

K. Kannan
General Manager (Finance)

Dr. H.B.N. Shetty
Dr. Marie Shiranee Pereira
Dr. S. Vydeeswaran
Directors

Place : Chennai

Date : 15th May 2015

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CIN : L24231TN1936PLC000017

Registered Office : No.103 (Old No.42-45), Luz Church Road, Mylapore, Chennai - 600 004.

Tel : 044-2499 4465 Fax : 044-2499 4585 Website : www.amrutanjan.com



FORM A

1.	Name of the Company	Amrutanjan Health Care Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un qualified Audit Report
4.	Frequency of observation	Not Applicable
5.	<p>Chairman & Managing Director S. Sambhu Prasad</p> <p>Chief Financial Officer K. Kannan</p> <p>Auditor of the Company V. Swaminathan (For P.S. Subramania Iyer & Co.)</p> <p>Chairman of the Audit Committee Dr. H.B.N. Shetty</p>	<p>Signature(s)</p> <p><i>[Signature]</i></p> <p>K. Kannan</p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p>

