



**43RD
ANNUAL REPORT 2018-19**



VENKY'S (INDIA) LIMITED



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

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

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

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

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

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

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

Padmashree Dr. B. V. Rao



A Message From The Chairperson

Dear Shareholders,

I have pleasure in presenting the Company's performance for the financial year 2018-19. The Company has registered a growth of 13.29% in revenue, however the profit before tax was lower by 17.94% as compared to the previous year. During the year, the price of maize – which is the key ingredient for poultry feed - has gone up steeply putting high pressure on profit margins. Further, lower realizations from sale of poultry products have also added to the reduction in profits. The financial performance of the Animal Health Products segment was slightly lower. The Oilseed segment's performance was lower as compared to the previous year.

The Company's two new projects viz. (1) expansion in oilseed segment by setting up a new solvent extraction plant and vegetable oil refinery; and (2) expansion of Specific Pathogen Free eggs capacity by setting new production unit are in the final stages of completion and it is expected that the new projects will start contributing to the revenue of the Company from the 1st quarter of calendar year 2020.

The Company will continue to look for opportunities to expand its business activities in all the three segments with a view to achieve steady growth in the years to come.

In spite of the challenging circumstances – one of them is the high feed cost which the poultry industry is facing as at present – we at Venky's are able to maintain the steady revenue growth along with the poultry industry, thanks to the farsighted vision, meticulous planning and creation of high quality infrastructure and the very high standards of customer service of our Late Chairman Padmashree Dr. B.V. Rao. These are our inherent strengths which give us a competitive edge in a steadily growing market which has the potential for manifold growth for several years to come.

I wish you and your families all the best.

Anuradha J. Desai
Chairperson



BOARD OF DIRECTORS

Mrs. Anuradha J. Desai	(DIN : 00012212)	— Chairperson
Mr. B. Venkatesh Rao	(DIN : 00013614)	— Vice Chairman
Mr. B. Balaji Rao	(DIN : 00013551)	— Managing Director
Mr. Jitendra M. Desai	(DIN : 00013533)	— Director
Ms. Uttara J. Desai	(DIN : 07521417)	— Additional Director
Lt. Col. Ashok Mahajan (Retd.)	(DIN : 00017150)	— Independent Director
Col. Surinder Kumar (Retd.)	(DIN : 05202620)	— Independent Director
Brig. Rajeshwar Singh Rathore (Retd.)	(DIN : 00992251)	— Independent Director
Brig. Amrit Kapur (Retd.)	(DIN : 06778401)	— Independent Director

AUDIT COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Anuradha J. Desai	— Chairperson
Mr. B. Venkatesh Rao	— Member
Mr. Jitendra M. Desai	— Member
Col. Surinder Kumar (Retd.)	— Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

RISK MANAGEMENT COMMITTEE

Col. Surinder Kumar (Retd.)	— Chairman
Mr. J. K. Handa	— Member

CHIEF FINANCIAL OFFICER

Mr. J. K. Handa

BANKERS

State Bank of India
IDBI Bank Limited
ICICI Bank Limited
HDFC Bank Limited
IFCI Limited
AXIS Bank Limited

COMPANY SECRETARY

Mr. Rohan Bhagwat

SECRETARIAL AUDITOR

Mr. P. L. Shettigar
Practicing Company Secretary
A-10, Aditya Nagar,
Near Lokseva Hanuman Mandir,
Hadapsar Gadital,
Pune 411028.

STATUTORY AUDITOR

M/s. B. D. Jokhakar & Co.
Chartered Accountants
8 Ambalal Doshi Marg, Fort
Mumbai – 400 001.
Tel. : 022-22654882 / 22657093

COST AUDITOR

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

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059
Tel: 022-62638200.

REGISTERED AND CORPORATE OFFICE

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

CIN - L01222PN1976PLC017422



Tempting Tikkas!



Murg
Malai Tikka



Chicken
Achari Tikka



Chicken
Tandoori Tikka



Chicken
Haryali Tikka



CHICKEN POPS



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

CHICKEN JUMBO BURGER PATTY



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

CHICKEN & CHEESE NUGGETS



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

CHICKEN SAMOSA



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

CHICKEN SPICY FINGERS

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



Fry & Serve

Fry & Serve



CHICKEN BURGER PATTY



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

CHICKEN FINGERS



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

CRISPY CHICKEN BURGER PATTY



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

CHICKEN CUTLETS



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



CHICKEN NUGGETS

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





CHICKEN HARIYALI KABAB



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

CHICKEN SHEEK KABAB



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



CHICKEN KHEEMA



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

MUGHLAI CHICKEN BIRYANI



Cut open the pouch and microwave the sealed tray for 8 to 9 minutes OR place the sealed tray into a cooker & steam it for 16 to 18 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mughlai Chicken Biryani on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mughlai Biryani with Raita or Salan.

MOM'S CHICKEN BIRYANI

Cut open the pouch and microwave the sealed tray for 8 to 9 minutes OR place the sealed tray into a cooker & steam it for 16 to 18 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mom's Chicken Biryani on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mom's Biryani with Raita or Salan.

Heat & Serve

MUGHLAI CHICKEN MASALA



Cut open the pouch and microwave the sealed tray for 7 to 8 minutes OR place the sealed tray into a cooker & steam it for 16 to 18 minutes OR thaw the tray for 120 minutes at 5 degrees centigrade or less in a refrigerator, open the tray and place the Mughlai Chicken Masala on a non stick pan & heat it on medium flame for 6 to 7 minutes. Product should achieve a minimum temperature of 75 degrees centigrade. Serve hot ready to eat Mughlai Chicken Masala with Chapati / roti / bread or rice.

CHICKEN TIKKA MASALA



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



BUTTER CHICKEN



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

MURG MASALA



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



BUTTER CHICKEN DHABA STYLE

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



CHICKEN ACHARI TIKKA

Instructions for use: Open the packet and heat Venky's Chicken Achari Tikka to achieve a minimum product temperature of 75 degrees centigrade as below :

(i) Pan Heating - Heat little oil in the nonstick pan and place tikka pieces in it. Heat the tikkas with close lid and intermittent turning for 5 to 6 minutes. OR (ii) Microwave - Heat the tikkas in microwave for 2 to 3 minutes. OR (iii) Sandwich Griller - Apply little oil to top & bottom of griller and place the tikkas in griller. Heat it for 3 - 4 minutes.

Serve with green chutney & mix salad.



CHICKEN HARYALI TIKKA

Instructions for use: Open the packet and heat Venky's Chicken Hariyali Tikka to achieve a minimum product temperature of 75 degrees centigrade as below :

(i) Pan Heating - Heat little oil in the nonstick pan and place tikka pieces in it. Heat the tikkas with close lid and intermittent turning for 5 to 6 minutes. OR (ii) Microwave - Heat the tikkas in microwave for 2 to 3 minutes. OR (iii) Sandwich Griller - Apply little oil to top & bottom of griller and place the tikkas in griller. Heat it for 3 - 4 minutes.

Serve with green chutney & mix salad.



CHICKEN TANDOORI TIKKA

Instructions for use: Open the packet and heat Venky's Chicken Tandoori Tikka to achieve a minimum product temperature of 75 degrees centigrade as below

(i) Pan Heating - Heat little oil in the nonstick pan and place tikka pieces in it. Heat the tikkas with close lid and intermittent turning for 5 to 6 minutes. OR (ii) Microwave - Heat the tikkas in microwave for 2 to 3 minutes. OR (iii) Sandwich Griller - Apply little oil to top & bottom of griller and place the tikkas in griller. Heat it for 3 - 4 minutes.

Serve with green chutney & mix salad.



MURG MALAI TIKKA

Instructions for use: Open the packet and heat Venky's Murg Malai Tikka to achieve a minimum product temperature of 75 degrees centigrade as below

(i) Pan Heating - Heat little oil in the nonstick pan and place tikka pieces in it. Heat the tikkas with close lid and intermittent turning for 5 to 6 minutes. OR (ii) Microwave - Heat the tikkas in microwave for 2 to 3 minutes. OR (iii) Sandwich Griller - Apply little oil to top & bottom of griller and place the tikkas in griller. Heat it for 3 - 4 minutes.

Serve with green chutney & mix salad.





VIENNA SAUSAGES



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

CHICKEN BREAKFAST SAUSAGES



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

CHICKEN CHEESE & ONION SAUSAGES



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

CHICKEN HOT DOG



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

CHICKEN SAUSAGES



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

CHICKEN COCKTAIL SAUSAGES



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

CHICKEN SALAMI

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



MEXICAN CHICKEN SALAMI



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

SPICY CHICKEN SALAMI



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

CHICKEN MASALA HIT SAUSAGES



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

Chicken Ham



1. Thaw the packet containing Venky's Chicken Ham in a refrigerator at 6 to 8 degrees centigrade for 4-6 hours or thaw in a microwave. 2. It is ready to use as cold cut, in salads and sandwiches OR It can be shallow fried in a non stick pan with very little oil to achieve a minimum product temperature of 75 degrees centigrade.

CHICKEN BACON



1. Thaw the packet containing Venky's Chicken Bacon in a refrigerator at 6 to 8 degrees centigrade for 4-6 hours or thaw in a microwave. 2. It is ready to use as cold cut, in salads and sandwiches OR It can be shallow fried in a non stick pan with very little oil to achieve a minimum product temperature of 75 degrees centigrade.



Fry & Serve

Chicken Cutlets
Chicken Pops
Chicken Samosa
Chicken Burger Patty
Chicken Fingers
Chicken Nuggets
Chicken and Cheese Nuggets
Crispy Chicken Burger Patty
Chicken Cordon Bleu Nuggets
Chicken Spicy Fingers

Heat & Serve

Murg Masala
Butter Chicken
Chicken Kheema
Chicken Sheek Kabab
Chicken Hariyali Kabab
Chicken Meat balls
Garlic Pepper Grilled Chicken
Tandoori Grilled Chicken
Chicken Schezwan Meat Balls
Mughlai Chicken Masala

Cold Cuts

Chicken Salami Slices
Chicken Pepper Salami
Chicken Sausages
Chicken Franks
Vienna Sausages
Chicken Cocktail Sausages
Chicken Cheese and Onion Sausages
Chicken Hot Dog
Mexican Chicken Salami
Spicy Chicken Salami
Chicken Breakfast Sausages
Chicken Masala Hit Sausages
Chicken Ham,
Chicken Bacon

Raw Frozen

Chicken Precut
Chicken Legs
Chicken Breast
Chicken Drumsticks
Chicken Wings
Chicken Plain Kheema
Chicken Boneless

Fresh Chilled

Chicken Whole
Chicken Precut

Venky's (India) Limited

Corporate Office: 'Venkateshwara House', S. No. 114/A/2, Pune Sinhagad Road, Pune 411030. Ph.: 020-24251530-41,
Pune : 1206/18/B, Dealing Corner, 2nd Floor, J. M. Rd., Opp. Sambhaji Park, Pune-411 030. Ph: 020-25531582/25531661.
Mumbai : 153-C, Mittal Tower, Nariman Point, Mumbai-400021 Ph: 022-22872417/18.
Hyderabad : 3-5-808, Hyderguda, N. Bashir Baug, Hyderabad - 500029 Ph: 040-23237255/23237254.
Bangalore : "Hem's Place", No-233, Kyalasanahalli, Off. Hennur Main Road, Byrathi, K. R. Puram Hobli, Bangalore East-560077.
Ph: 080-28465087 / 28465089. Cell: 98804-75533 / 98805-75533.
Chennai : 403, 4th Floor, Challammal Building, 11, Sir Thyagarayar Street, 'T' Nagar, Chennai - 600 017.
Ph: 044-24349806, 24328195.
Kochi : Venkateshwara Hatcheries Pvt. Ltd. Door No. 33/177/A2, Priya buildings, alinchuvadu Padivattom,
Edapally PO,Kochi – 682024 Ph.: 0484-2306727.
Delhi : 426-428, 4th Floor, World Trade Centre, Babar Road, Connaught Place, New Delhi-110001. Ph: 011-23413986/87.
Chandigarh : Sco No. 17, Sector 16, Panchkula-134109 (Haryana)Ph: 0172-6611100
Kolkata : C/P, 7/3, Sector 5, Salt Lake City, Kolkata-700091. Ph: 033-23671294/23675358.
Guwahati : Plot No. 2, Ward No. 13 B. R. Phookan Road Machkhowa, Guwahati 781009

For any queries, suggestions or consumer complaints please contact Consumer Care Officer on telephone
nos +91-20-24250853 to 55 or email at consumercare@venkys.com
www.venkys.com



FINANCIAL HIGHLIGHTS

(Rupees In Lakhs)

PARTICULARS	2018-19	2017-18	2016-17	2015-16	2014-15
OPERATING RESULTS					
Turnover & Other Income	307,215	271,503	250,967	215,959	176,144
Material Cost	214,029	174,741	169,519	157,087	124,479
Personnel Cost	19,449	17,074	14,587	12,844	11,955
Interest	3,155	4,987	7,707	8,545	7,106
Other Expenses	39,737	38,192	35,715	29,089	26,773
Depreciation	2,935	2,813	2,850	2,988	3,215
Exceptional items - Income	—	—	—	—	155
Impairment of Goodwill	258	—	—	—	—
Profit Before Tax	27,652	33,696	20,590	5,405	2,771
Profit After Tax	17,414	19,971	12,474	3,823	1,870
Dividend (Rs. per Equity Share)	8.00	8.00	6.00	5.00	5.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	89,035	79,383	72,148	85,549	72,249
Current Liabilities	58,768	58,997	62,024	79,697	76,772
Net Current Assets	30,267	20,385	10,125	5,851	(4,522)
Net Fixed Assets	56,747	48,928	47,626	48,065	48,530
Investments	—	—	200	169	6,157
Other Non Current Assets	9,951	14,809	16,069	16,628	16,179
Total Assets	96,965	84,122	74,021	70,712	66,344
Financed By					
Share Capital	1,409	1,409	1,409	1,409	939
Reserves & Surplus	86,740	70,707	51,695	40,488	37,664
Capital Grants and Subsidies	27	30	33	10	—
Other non current liabilities	4,795	4,590	3,977	3,428	3,193
Borrowings	3,993	7,386	16,907	25,376	25,502
Total Liabilities	96,965	84,122	74,021	70,712	66,344
Earning Per Share (Rs.)	123.62	141.77	88.55	27.14	19.91
Book Value per share (Rs.)	625.73	511.92	376.96	297.41	395.48
Debt Equity Ratio	0.30	0.49	0.32	0.61	0.69
Share Price ** High	4,711.25	4,560.00	1073.60	625.00	640.00
Low	1,788.50	1,019.85	344.95	219.90	322.00
No. of Employees	5,512	5,366	5,173	5,064	5,288

Note: Previous year's figures have been regrouped wherever necessary and accordingly changed here.

** Source : www.bseindia.com



FINANCIAL HIGHLIGHTS

(Rupees In Lakhs)

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10
OPERATING RESULTS					
Turnover & Other Income	176,601	1,44,393	100,644	86,074	71,066
Material Cost	133,410	1,05,708	65,062	51,558	45,007
Personnel Cost	9,518	8,601	6,860	5,658	4,374
Interest	4,171	2,237	1,311	455	504
Other Expenses	24,113	22,373	20,503	16,661	12,055
Depreciation	1,924	1,554	1,177	964	898
Exceptional items - Income	1,053	—	—	—	—
Impairment of Goodwill	—	—	—	—	—
Profit Before Tax	4,517	3,920	5,719	10,775	8,229
Profit After Tax	3,404	2,478	4,105	7,303	5,432
Dividend (Rs. per Equity Share)	5.00	5.00	5.00	5.00	4.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	62,521	45,970	33,178	21,077	15,948
Current Liabilities	59,410	35,119	20,423	7,554	6,317
Net Current Assets	3,111	10,851	12,754	13,522	9,630
Net Fixed Assets	46,885	31,320	24,346	17,599	13,352
Investments	5,208	3,308	3,733	9,278	8,131
Other Non Current Assets	7,826	5,613	2,851	—	—
Total Assets	63,030	51,092	43,684	40,399	31,113
Financed By					
Share Capital	939	939	939	939	939
Reserves & Surplus	35,841	32,802	30,639	26,478	19,721
Capital Grants and Subsidies	—	—	—	—	3
Other non current liabilities	2,364	2,072	1,723	1,530	1,458
Borrowings	23,886	15,278	10,383	11,452	8,992
Total Liabilities	63,030	51,092	43,684	40,399	31,113
Earning Per Share (Rs.)	36.25	26.39	43.72	77.76	57.83
Book Value per share (Rs.)	391.62	359	336	291	220
Debt Equity Ratio	0.65	0.45	0.33	0.42	0.44
Share Price ** High	594.95	621.50	757.00	1012.40	371.00
Low	390.00	322.05	363.00	336.05	73.00
No. of Employees	4,418	4,090	4,343	3,728	3,084

** Source : www.bseindia.com



Locations of Units of Venky's (India) Limited

- **Pune, Maharashtra**
Breeder Farms
Specific Pathogen Free Egg
Poultry Feed
Animal Health Products
Chicken Processing
Commercial Farms
- **Solapur, Maharashtra**
Solvent Extraction
Refinery and Poultry Feed
- **Nanded, Maharashtra**
Solvent Extraction and
Refinery
- **Anand, Gujarat**
Breeder Farms and Hatchery
- **Dehradun, Uttarakhand**
Breeder Farms
Hatchery and Poultry Feed
- **Allahabad, Uttar Pradesh**
Breeder Farms
Hatchery and Poultry Feed
Commercial Farms
- **Sunderpur, Uttar Pradesh**
Breeder Farms
- **Jasmour, Uttar Pradesh**
Breeder Farms

- **Basti, Uttar Pradesh**
Hatchery
- **Samli, Uttar Pradesh**
Breeder Farms
- **Shivarjpur, Uttar Pradesh**
Commercial Farms
- **Naini, Uttar Pradesh**
Hatchery
- **Saharanpur, Uttar Pradesh**
Commercial Farms
- **Bulandhshahr, Uttar Pradesh**
Commercial Farms
- **Sonepat, Haryana**
Breeder Farms and Hatchery
- **Karnal, Haryana**
Hatchery
- **Panipat, Haryana**
Breeder Farms and Hatchery
- **Ambala, Haryana**
Breeder Farms
Hatchery and Poultry Feed
Commercial Farms
- **Hissar, Haryana**
Commercial Farms
- **Hansi, Haryana**
Commercial Farms
- **Kurukshetra, Haryana**
Commercial Farms
- **Kaithal, Haryana**
Breeder Farms
Commercial Farms
- **Yamuna Nagar, Haryana**
Commercial Farms
- **Tohana, Haryana**
Commercial Farms

- **Ludhiana, Punjab**
Breeder Farms
Feedmill
Hatchery and Commercial Farms
- **Hoshiapur, Punjab**
Breeder Farms
Hatchery and Commercial Farms
- **Gurudaspur, Punjab**
Commercial Farms
- **Pathankot, Punjab**
Commercial Farms
- **Batala, Punjab**
Commercial Farms
- **Sangrur, Punjab**
Commercial Farms
- **Barnala, Punjab**
Commercial Farms
- **Patiala, Punjab**
Commercial Farms
- **Mansa, Punjab**
Commercial Farms
- **Samrala, Punjab**
Commercial Farms
- **Dasuya, Punjab**
Commercial Farms
- **Moga, Punjab**
Commercial Farms
- **Rewa, Madhya Pradesh**
Breeder Farms and Hatchery
- **Kangra, Himachal Pradesh**
Hatchery
- **Nalagarh, Himachal Pradesh**
Breeder Farms and Hatchery
- **Una, Himachal Pradesh**
Commercial Farms
- **Bangana, Himachal Pradesh**
Commercial Farms
- **Kathua, Jammu & Kashmir**
Hatchery
- **Mujjafarpur, Bihar**
Hatchery
- **Arrah, Bihar**
Hatchery
- **Chirwa, Rajasthan**
Commercial Farms
- **Sikar, Rajasthan**
Commercial Farms
- **Navalgarh, Rajasthan**
Commercial Farms
- **Neem Ka Thana, Rajasthan**
Commercial Farms
- **Bagru, Rajasthan**
Commercial Farms
- **Jhunjhunu, Rajasthan**
Commercial Farms



XPRS
Take away Chicken



**Grilled
Chicken
Burger**

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



**Grilled Chicken
Wrap Combo**

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

VEG MENU



Aloo Tikki



Veg Burger



XPRS
Take away Chicken



Tandoori Wings: Most popular version of the Indian Tandoor lineage, these chicken wings are an all time favourite of one and all and are specially marinated with traditional Indian Spices. Can be had as a Ubiquitous finger snack coupled up with fresh mix salad and in-house mint dip.

Barbeque Wings: All time favourite smoke barbeque flavoured chicken wings made using chefs secret spice, cooked to perfection and served with mix salad and in-house Dip.

Tandoori/Barbeque Tandoori Wings



Tandoori Roast Chicken

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

Garlic And Pepper Roast Chicken

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



Roast Chicken Platter

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



Chicken Lollipop

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

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

Tender Grilled Chicken

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



Chicken Tangadi





XPRS
Take away Chicken



Chicken Achari Tikka

Succulent chicken boneless leg meat cubes marinated with age-old traditional spices used to flavour pickles in the North Indian kitchen. The piping hot Murg Achari Tikkas work as best accompaniment for all celebrations and taste even better with raw crunchy onions and 'in-house' mint dip.



Chicken Hariyali Tikka

Tender juicy chicken boneless leg meat pieces marinated with a generous seasoning of fresh green chillies, coriander, mint leaves and a secret blend of delectable spices, churned in farm fresh mustard oil. Recommended to be served hot with raw crunchy onions and 'in-house' mint dip.



Murg Malai Tikka

Generous chunks of luscious boneless chicken leg meat marinated over-night in a secret recipe of yogurt, fresh cream, cheddar cheese and 'Chef's choice' of chosen ingredients. Best served hot with raw crunchy onions ringlets and 'in-house' black pepper dip.



Chicken Tandoori Tikka

Most popular version of the Indian tandoor lineage, these tikkas are an all time favourite of one and all and are specially marinated wholesome chicken boneless leg meat cubes with carefully chosen traditional Indian spices. Can be had as a ubiquitous finger snack coupled up with fresh onion rings and 'in-house' mint dip.

Introducing

'Chicken Smacker'



Satiate with the delicious Chicken Smacker Burger!

The newly launched Chicken Smacker Burger is a unique combination of western-style burger with traditional Indian spices. The patty for Chicken Smacker Burger is very Indian and you realize this as soon as you take the first bite. A blend of Indian masalas makes the burger incredibly juicy, crispy and a treat to the taste buds.



Available @



XPRS
Take away Chicken



**chicken
Xperience**



CONTENTS

	Page No.
Notice	21
Directors' Report	28
Management Discussion and Analysis Report	33
Report on Corporate Governance	35
Auditors' Report	56
Balance Sheet	66
Statement of Profit & Loss	68
Cash Flow Statement	69
Statement of Changes in Equity	72
Notes Forming Part of Financial Statements	73
Dividend Distribution Policy	137
Business Responsibility Report	139

IMPORTANT COMMUNICATION TO SHAREHOLDERS

Following are the Company's recommendations to its shareholders:

Green Initiative

We seek the support of our shareholders in helping us saving our environment by registering their email id with the company for receiving all the communication i.e. Annual Report, various notices etc. through email as permitted by the law. Investors willing to avail the electronic mode of communication shall register their email id by filling and sending the form appearing on page no. 149 of this annual report.

Open demat account and dematerialise your shares

Members are requested to convert their physical shares into demat form. Holding shares in demat form helps investors to get immediate transfer of shares. No stamp duty is payable on transfer of shares held in demat form and risk associated with physical certificates such as forged transfer, loss of share certificate or torn certificates are avoided. Also w.e.f. 1st April, 2019 transfer of shares of a listed company are prohibited in physical form. Hence, it is advised to dematerialise your shares.

Consolidate multiple folios

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

Appoint a Nominee

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

(Form on Page No. 149)



Venky's (India) Limited

Venky's (India) Limited

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

CIN: L01222PN1976PLC017422

Telephone: (020) 2425 1530 to 41

Website: www.venkys.com, Email: corp.shares@venkys.com

NOTICE OF THE 43RD ANNUAL GENERAL MEETING

To,

The Members of Venky's (India) Limited

Notice is hereby given that the 43rd Annual General Meeting (AGM) of members of Venky's (India) Limited will be held on September 27, 2019, at 10.30 a.m. at Hotel Ramee Grand, Plot No. 587/3, Apte Road, Shivaji Nagar, Pune 411004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement as at 31st March, 2019 together with the Auditor's Report and Directors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. B. Venkatesh Rao, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT, Ms. Uttara J. Desai (holding DIN 07521417), who was appointed as an Additional Director by the Board of Directors of the Company on 6th December, 2018, and who holds office up to the date of this Annual General Meeting and pursuant to the applicable provisions of Companies Act, 2013 and Rules thereof and pursuant to the Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Ms. Uttara J. Desai, be and is hereby appointed as a Non Executive Director of the Company who shall be liable to retire by rotation in terms of the provisions of Companies Act, 2013 and Articles of Association of the Company."

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

"RESOLVED THAT, pursuant to the applicable provisions of Companies Act, 2013 and Rules thereof and pursuant to the Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Lt. Col. Ashok Mahajan (Retd.) (holding DIN 00017150), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof".

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

"RESOLVED THAT, pursuant to the applicable provisions of Companies Act, 2013 and Rules thereof and pursuant to the Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Col. Surinder Kumar (Retd.) (holding DIN 05202620), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof".

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

"RESOLVED THAT, pursuant to the applicable provisions of Companies Act, 2013 and Rules thereof and pursuant to the Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Brig. Rajeshwar Singh Rathore (Retd.) (holding DIN 00992251), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof".

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT, pursuant to the applicable provisions of Companies Act, 2013 and Rules thereof and pursuant to the Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Brig. Amrit Kapur (Retd.) (holding DIN 06778401), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof".

9. 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 148 of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Rules made thereunder, remuneration not exceeding Rs.3,60,000/- (Rupees Three Lakhs Sixty Thousand Only) (exclusive of taxes and incidental expenses) be and is hereby approved to be payable to M/s. Joshi Apte & Associates, Cost Accountants, in respect of cost audit of the Company for the financial year 2019-20, on such terms and conditions as may be agreed upon between the cost auditor and the Board of Directors."

By order of the Board of Directors

Place: Pune
Date: May 10, 2019

Rohan Bhagwat
Company Secretary
Membership No: A26954

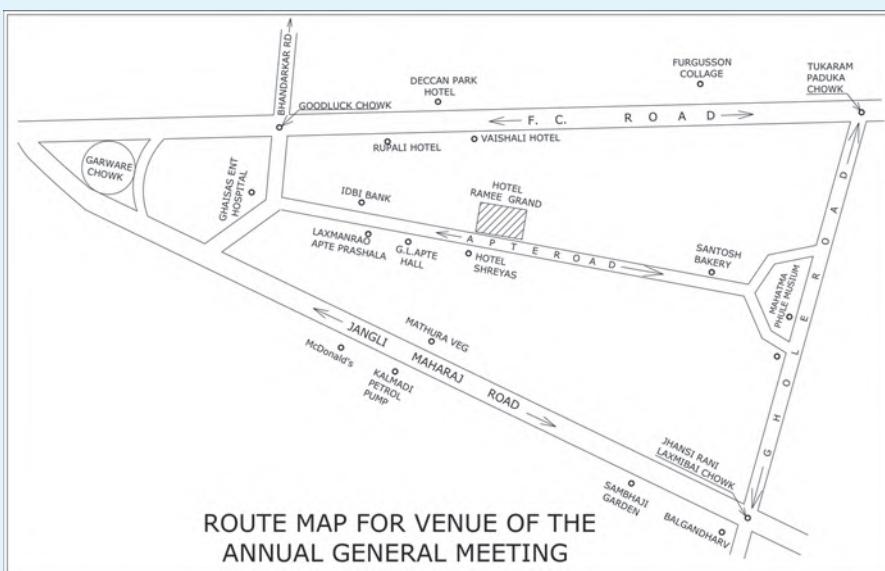
NOTES :

- a. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto. The information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of item nos. 4 to 9 is given in the Report of Corporate Governance, which forms part of Directors' Report and members are advised to refer to the same.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 & RULE 21 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE ITS MEMBERS THE ELECTRONIC FACILITY TO EXERCISE THEIR RIGHT TO VOTE IN RESPECT OF BUSINESS MENTIONED IN THE NOTICE. THE BUSINESS AT THE AGM MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL). IT IS HEREBY CLARIFIED THAT IT IS NOT MANDATORY FOR A MEMBER TO VOTE USING THE E-VOTING FACILITY, AND A MEMBER MAY AVAIL OF THE FACILITY AT HIS/ HER/IT'S DISCRETION. THE INSTRUCTIONS AS REGARD TO AVALING E-VOTING FACILITY IS ANNEXED.
- d. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- e. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy forms lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.



Venky's (India) Limited

- f. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- g. The Register of Members and Share Transfer Books will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31st March, 2019.
- h. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on the closing hours of Friday, 20th September, 2019.
- i. Members may avail Electronic Clearing Service (ECS) for receiving direct credit of dividend to their respective accounts with banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrants.
- j. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Rohan Bhagwat, Company Secretary or Mr. Nikhil Borlikar, Investor Grievance Cell at the Company's registered office. Members are requested to note that, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Companies Act, 2013, to the extent applicable, be transferred to the Investor Education and Protection Fund (IEPF). Also, shares of members who do not claim dividend for a period of 7 consecutive years will be transferred to IEPF and hence members are requested to claim their dividends in time.
- k. Members requiring information on the audited financial statements for the year ended 31st March, 2019 are requested to write to the company at least seven (7) days before the date of the meeting to enable the company to furnish the information.
- l. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Transfer Agent.
- m. All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
- n. Route map for the venue of AGM is given below :



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

Item No. 4

The Board, at its meeting held on 6th December, 2018 appointed Ms. Uttara J. Desai as an Additional Director, pursuant to Section 161 of the Companies Act, 2013, read with Article 128 of Articles of Association of the Company, who will hold office up to the date of the ensuing AGM. Ms. Uttara J. Desai possesses managerial skill and is actively involved in product development, marketing strategies and brand building. Her appointment as Director in Venky's (India) Limited will help the company to avail the benefit of her overall managerial skill and professional guidance.

Ms. Uttara J. Desai is daughter of the Chairperson of the Company, Mrs. Anuradha J. Desai, Mr. B. Venkatesh Rao, Mr. B. Balaji Rao and Mr. Jitendra M. Desai being relatives, are interested in this resolution. None of the other Directors or Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Directors command for your approval, the resolution set out in Item No. 4 of the Notice as an Ordinary Resolution.

Item Nos. 5, 6, 7 and 8

As per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director can be appointed for a term of 5 consecutive years at one time. This tenure can be renewed for a further period of 5 years with the approval of members. The members in the 38th Annual General Meeting held in 2014 had approved appointment of the existing Independent Directors for a period of 5 years which is now due for renewal.

Considering their expertise and professional guidance provided to the Company during the tenure, the Nomination and Remuneration Committee and the Board of Directors are satisfied that their tenure shall be renewed for a further period of 5 years.

Further, if approved by the members, Lt. Col. Ashok Mahajan (Retd.), Brig. Rajeshwar Singh Rathore (Retd.) and Brig. Amrit Kapur (Retd.) (Item Nos. 5, 7 and 8 of the Notice) will be attaining the age of 75 years during the above renewed term. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are required to approve the continuation of an Independent Director on the Board after he attains the age of 75 years. Hence, approval of members is proposed to be obtained now.

All the Independent Directors have declared that they are eligible to be appointed as Independent Directors on the Company and have also provided their consent for the same. In the opinion of the Board of Directors all the independent directors proposed to be re-appointed fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder and are independent of the management. None of the Independent Directors hold any share in the Company.

Your Directors command for your approval, the resolution set out in Item No. 5, 6, 7 and 8 of the Notice as a Special Resolution.

Lt. Col. Ashok Mahajan (Retd.), Col. Surinder Kumar (Retd.), Brig. Rajeshwar Singh Rathore (Retd.) and Brig. Amrit Kapur (Retd.) and their respective relatives are interested in this resolution to the extent of their appointment. None of the other Directors or Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5, 6, 7 and 8 of the Notice.

Item No. 9

Section 148 of the Companies Act, 2013 read with Rules made thereunder requires certain class of Companies to get its cost accounts audited by qualified cost accountant who is member of Institute of Cost Accountants of India and engaged in Wholetime practice. Appointment of such cost auditor has to be made by the Board of Directors at the recommendation of Audit Committee and remuneration payable to him is subject to ratification



Venky's (India) Limited

by the members of the Company. Accordingly, the Board of Directors has appointed M/s. Joshi Apte & Associates, Cost Accountants and remuneration payable to them is put up for members ratification.

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

The Shareholders' approval is solicited for the resolution at Item No. 9 of the accompanying Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No.9 of the Notice.

By order of the Board of Directors

Place: Pune
Date: May 10, 2019

Rohan Bhagwat
Company Secretary
Membership No: A26954

Shareholders Instructions for e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 24th September, 2019 at 10.00 a.m. and ends on Thursday, 26th September, 2019 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Venky's (India) Limited.



Venky's (India) Limited

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DIRECTORS' REPORT

The Shareholders,

Your Directors have pleasure in presenting the Forty Third Annual Report and audited financial statements for the financial year ended 31st March 2019.

FINANCIAL RESULTS

(Rs. in Crores)

Description	2018-19	2017-18
Revenue from Operations (Net)	3043.14	2686.21
Operating Expenditure	2734.72	2300.07
Depreciation	29.35	28.13
Operating Profit	279.06	358.01
Finance Costs	31.55	49.88
Other Income	29.01	28.82
Profit Before Tax	276.52	336.96
Provision for Tax	99.61	117.28
Tax adjustment in respect of earlier years	2.78	19.96
Profit for the year	174.14	199.71
Amount available for appropriation	481.92	368.76
Appropriations :		
Transfer to General Reserve	50.00	50.00
Dividend	11.27	8.45
Dividend Distribution Tax	2.32	1.72
Net Surplus in the Statement of Profit and Loss	418.33	308.59

OPERATIONS

The sales turnover of the Company for the year ended 31st March, 2019 was at Rs. 3,043.14 Crores as compared to Rs. Rs. 2,686.21 Crores in the previous year – registering a growth of 13.29%. Profit before tax was Rs. 276.52 Crores as compared to Rs. 336.96 Crores in the previous year – a decline of 17.94%.

During the financial year under review, the poultry and poultry products segment's performance was affected due to steep increase in the prices of maize, the major ingredient of poultry feed. The financial performance of animal health products segment was slightly lower. The oilseed segment's performance was lower as compared to the previous year.

DIVIDEND

Your Directors recommend a dividend of Rs. 8.00 per equity share (80%) for the year ended 31st March, 2019 – same as in the previous year. The dividend, if approved at the ensuing Annual General Meeting, will absorb Rs. 11.27 Crores plus taxes.

The Company's dividend distribution policy is available on page no. 135 of this report.

SEGMENT-WISE PERFORMANCE

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

CORPORATE GOVERNANCE REPORT

As per the requirements of Regulation 34(3) read with Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate report on Corporate Governance along with the certificate issued by Company Secretary in Whole-Time Practice thereupon is given in Annexure-B which forms part of this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 of the Companies Act, 2013 extract of the Annual Return in Form MGT-9 is available on the website of the Company www.venkys.com

MEETINGS OF BOARD

During the year 2018-19, 6 (Six) meetings of the Board of Directors were held on the following dates:

- 1) 3rd May, 2018, 2) 9th August, 2018, 3) 5th November, 2018, 4) 6th December, 2018, 5) 6th February, 2019, 6) 29th March, 2019.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors declare that :

1. the accounts for the year ended 31st March, 2019 have been prepared by following applicable accounting standards;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of



Venky's (India) Limited

- the financial year ended 31st March, 2019 and of the profit of the Company for that year;
3. proper care has been taken for the maintenance of adequate records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
 4. the accounts for the year ended 31st March, 2019 have been prepared on a going concern basis;
 5. internal financial controls to be followed by the company are laid down and that such internal financial controls are adequate and are operating effectively; and
 6. proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

BOARD OF DIRECTORS AND THEIR COMMITTEES

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

As per the provisions of Companies Act, 2013 and Articles of Association of the Company, Mr. B. Venkatesh Rao, Director is due for retirement by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.

The Board of Directors in their meeting held on 6th December, 2018 appointed Ms. Uttara J. Desai as Additional Director and as per the Articles of Association she holds office upto the date of the ensuing Annual General Meeting and, being eligible offers herself for appointment as Non Executive Non Independent Director.

Further, as per provisions of the Companies Act, 2013, Lt. Col. Ashok Mahajan (Retd.), Col. Surinder Kumar (Retd.), Brig. Rajeshwar Singh Rathore (Retd.) and Brig. Amrit Kapur (Retd.), Independent Directors of the Company were appointed in the 38th AGM of the Company to hold office for a period of 5 years. Their appointment is due for renewal for a further period of 5 years in terms of provisions of Companies Act, 2013.

A brief profile of the above Directors is given in the Corporate Governance Report annexed to this report.

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

- b. Declaration from Independent Directors:

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as stipulated under sub section 6 of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

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

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in sub section 3 of Section 178 of Companies Act, 2013 is available on the website of the Company at http://www.venkys.Com/Policy_on_Remuneration_of_Director_KMP_etc.pdf

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

The board annually performs the evaluation of its own performance, the Committees of the Board and that of individual Directors. While carrying out such evaluation various aspects relating to the Board functioning such as adequacy of composition, level of diversity of the Board, execution of specific duties, governance etc. are considered. The same mechanism is applied while evaluating the performance of the Committees of the Board and additionally the fulfillment of duties and scope as stipulated by the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is considered.

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

- e. Familiarisation Programme of Independent Directors

The Company at selected intervals takes steps

to familiarise its independent directors about their roles, rights and responsibilities. The details of such programme is available on the website of the Company at http://www.venkys.com/Familiarisation_Programme_for_ID.pdf

f. Audit Committee

The Company has already formed Audit Committee as per as Section 177 of the Companies Act, 2013. Details of such committee is given in the Corporate Governance Report which is annexed and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

RISK MANAGEMENT

The Company has in place a risk management plan devised by the Board and focuses on three key elements i.e. Risk Assessment, Risk Management and Risk Monitoring. The Board therefore identifies elements of risk, focus on mitigating the risk as per the plan and monitor the same post execution. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formed a Risk Management Committee to monitor and review the Risk Management Plan of the Company. The Risk Management Committee comprises of two members, Col. (Retd). Surinder Kumar-Chairman and Mr. J. K. Handa, member.

CORPORATE SOCIAL RESPONSIBILITY

VH Group and, in particular, Venky's (India) Limited has been historically conducting CSR activities concentrated on educational and medical services for the upliftment of the society. Your company has pursuant to Section 135 of the Companies Act, 2013 formed a CSR Committee. The Annual Report on CSR for the F.Y. 2018-19 is appended as Annexure C to this report. The policy on CSR is available on the website of the company at http://www.venkys.com/CSR_Policy.pdf.

The Company has a practice of doing CSR activities and in the previous years have spent more than what was required as per provisions of Companies Act, 2013. For the year 2018-19, the Company was required to spend an amount of Rs.3.90 Crores on such activities which are considered as CSR in terms of provisions of Companies Act, 2013. However, the

actual spending on such activities was Rs. 2.54 Crores. The Company has also made certain other donations which do not fall under the criteria of CSR expenses as per the provisions of Companies Act, 2013. The Company and its CSR Committee are now in the process of finding and re-aligning the avenues in which the additional donations / CSR expenditure is to be done so as to avoid such shortfall in considering CSR expenditure in the future.

INTERNAL FINANCIAL CONTROLS

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

DEPOSITS

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

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC - 2. Related Party disclosures as per IND AS 24 have been provided in Note no. 13 to the Financial Statements.

ACCOUNTS

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

INSURANCE

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



Venky's (India) Limited

PERSONNEL AND HUMAN RESOURCES

Employee relations continued to be cordial throughout the year. The relevant information and the details of employees whose remuneration are required to be disclosed in terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 appended to this Report as Annexure D.

AUDITORS

M/s. B D Jokhakar & Co., Chartered Accountants were appointed as Statutory Auditors of the Company in 41st Annual General Meeting of the Company continue to be the auditors of the Company. Further, the Auditors have not reported any Fraud under Section 143 (12) of the Companies Act, 2013 for the year ended 31.03.2019.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and allied rules thereof, the Board of Directors has re-appointed Mr. P. L. Shettigar, Practicing Company Secretary as Secretarial Auditor for conducting the audit for the financial year 2018-19. The Secretarial Audit report for financial year ended 2018-19 issued by Mr. Shettigar is appended as Annexure E and forms part of this report. The Secretarial Auditor has reported that as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. the Company is required to appoint one more Independent Director on its Board. After appointment of one more non independent Director on the Board in December 2018 an Independent Director was required to be appointed by the Company. The Company is in process of identifying a suitable person who can be appointed as Independent Director.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 the Company has appointed M/s. Joshi Apte & Associates, Pune as Cost Auditors of the Company for conducting cost audit for the financial year 2019-20. Further, as per sub section (3) of Section 148 of the Companies Act, 2013 the remuneration decided between the Board of Directors and Cost Auditor is put before the members for their ratification in the ensuing Annual General Meeting. The Cost Audit for the financial year ended 31st March, 2019 is under process and the Company will submit the Cost Auditors' Report to the Central Government

in time.

BUSINESS RESPONSIBILITY REPORT

Based on the market capitalization as on 31st March, 2019, your Company continues to be in the Top 500 Listed Companies in India. Hence, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 the Business Responsibility Report describing the initiatives taken by the Company forms part of the Annual Report.

INTERNAL COMPLAINTS COMMITTEE

The Company has in place an Internal Complaints Committee which are constituted in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In the year 2018-19 there were no complaints received by this committee.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As per the provisions of Companies Act, 2013, in the year 2018-19 the Company has transferred unclaimed dividend pertaining to financial year 2010-11 amounting to Rs.11,98,815/- to the IEPF. The details of dividend to be transferred to IEPF in this year and subsequent years are provided in the Corporate Governance Report which is annexed to this report.

Further, in the year 2018-19, 200883 shares of such shareholders whose dividend remained unclaimed for past seven consecutive years were transferred to IEPF. The details of shares proposed to be transferred to IEPF in the current year are available on the website of the Company www.venkys.com.

SECRETARIAL STANDARDS

The Company has complied with all the applicable and effective Secretarial Standards issued by the Institute of Company Secretaries of India from time to time.

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

A. Conservation of Energy

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

B. Technology Absorption

1. Research and Development (R & D)

- a) Specific areas: R & D activities of the Company are concentrated in the areas of developing wider application of Specific Pathogen Free (SPF) eggs and application of various breeder management techniques to improve productivity and increase feed efficiency.
- b) Benefits derived: Wider acceptance of SPF eggs in the manufacture of human and livestock vaccines in India and higher production and increased feed efficiency of breeders.
- c) Plan of action: Further promotion of SPF eggs applications in the biological industry.
- d) Expenditure on R & D: The expenditure incurred by the Company during the year on Research and Development was Rs. 220.48 Lakhs.

2. Technology Absorption, Adaptation and Innovation

- a) Efforts made : The Company maintains continuous interaction with Charles River Laboratories Inc. (formerly SPAFAS Inc.), U.S.A. for absorption of technology.
- b) Benefits :
 - i. Development of new application
 - ii. Savings in foreign exchange through import substitution.
- c) Technology Imported : SPF egg production and Reagent production technologies were

imported from Charles River Laboratories Inc. The benefit of the ongoing research by them in the said technologies is being derived by the Company through continued association with them.

C. Foreign Exchange Earnings and Outgo

- 1. Efforts have been made to increase exports of hatching eggs and SPF eggs.
- 2. Earnings and outgo:
 - a. Foreign exchange earnings (FOB): Rs. 2,002.28 Lakhs
 - b. Foreign exchange outgo: Rs. 7,250.28 lakhs

ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

Pune
May 10, 2019

Anuradha J. Desai
Chairperson



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development :

As per the International Monetary Fund (IMF), the global economy remained subdued in 2018, registering a growth of 3.2% as against 3.8% in 2017. Subdued investment in emerging markets and developing economies, rising debt levels, slow down in global trade amidst trade tensions are the main reasons for the fall in the growth rate.

In the financial year 2018-19 the Indian Economy began well with broad based growth across sectors. However, with rising global volatility, external trade conflicts, impact of higher crude prices on the Indian Rupee and outflows accounted for slower growth rate towards the end of the year. Despite these conditions, India remained one of the fastest growing economies, supported by strong fundamentals, favourable policies and economic reforms. India's GDP is expected to have grown by 6.8% in the financial year 2018-19, supported by sustained increase in consumption and revival in investments.

The poultry industry continued to grow at satisfactory rates in F.Y. 2018-19. Presently, the poultry industry is a Rs.100,000 crore industry that provides direct and indirect employment to 5 million people and also supports the economy of over 2.5 crore agricultural farmers, especially the maize and soya growers who are dependent on this industry. Price movements of maize and soya are very important for the poultry industry since 75% to 80% of the cost of poultry feed ingredients consist of these two crops.

With an annual production of 67,000 million eggs, India ranks second in the world in egg production. The broiler production is estimated at 4 million tons of chicken meat and India ranks 3rd in the world.

2. Opportunities, Threats, Risks and Concerns :

The vast gap between our present per capita consumption (65 eggs and 3.9 kgs of meat) and National Institute of Nutrition (NIN) recommended level (180 eggs and 11 kg of meat) offers an excellent opportunity for the growth of poultry industry at least for the next 20 years. Various factors like increasing disposable income and expected revival in government and private sector

investments will contribute to the growth in demand for poultry products and the industry has good future. However, lack of adequate cold storage facilities at key locations and retail infrastructure are the main reasons which are impacting the industry's growth. Further, sudden and steep price behaviour of feed ingredients like maize and soya is a major concern to the poultry industry.

3. Segmentwise Performance:**a. Poultry and Poultry Products**

The Company's major business segment is poultry and poultry products which consist of production and sale of day old broiler and layer chicks, specific pathogen free eggs, processed chicken products and poultry feed. In F.Y. 2018-19 this segment's turnover was Rs. 1,47,600 Lakhs as compared to Rs. 1,36,102 Lakhs in the last year. The profit before tax and interest of this segment was Rs. 21,987 Lakhs as compared to Rs. 28,014 Lakhs in the previous year.

b. Animal Health Products

The Company has its animal health products manufacturing facility at Pune. This segment's sales turnover was Rs. 24,096 Lakhs as compared to Rs. 20,458 Lakhs. Profit before tax and interest was Rs. 4,277 Lakhs as against Rs. 4,445 Lakhs in the last year.

c. Oilseed

This segment registered a sales turnover of Rs.1,43,104 Lakhs as compared to Rs. 1,20,295 Lakhs last year. Profit before tax and interest was Rs.6,174 Lakhs as against Rs. 7,142 Lakhs in the previous year.

4. Outlook

With the expectation of a normal monsoon, the key raw materials prices are likely to come down to a reasonable level in next couple of quarters. On completion of the on-going expansion projects the Company will have the benefit of higher capacities. Backed by better product-mix and higher capacity utilization, the outlook for the year ending March, 2020 appears to be reasonably good, barring unforeseen circumstances.

5. Internal Control Systems and their adequacy

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

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

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

The turnover of the Company increased by 13.29% over the last year from Rs.2,68,621 Lakhs to Rs.3,04,314 Lakhs. The profit before tax from operations stood at Rs. 27,652 Lakhs

as compared to Rs. 33,696 Lakhs in the previous year.

The long term borrowings of the Company during the year decreased by about 45.94% from Rs. 7,386 Lakhs to Rs. 3,993 Lakhs. The short term borrowings of the Company during the year increased by about 9.54% from Rs. 17,290 Lakhs to Rs.18,940 Lakhs. Finance cost of the Company has decreased by 36.74% from Rs. 4,987 Lakhs to Rs. 3,155 Lakhs.

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

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

In line with VH Group's corporate philosophy, the Human Resource is considered as the most valuable resource in the Company. The focus is on developing a performance culture with high standards of efficiency and innovation. Employee relations at all levels continue to remain cordial. As on 31st March, 2019 the Company has 5512 employees.

8. Details of Financial Ratios

Details of significant changes (25% or more) in key financial ratios along with detailed explanation for such change as compared to the previous financial year:

Ratio	As at 31 Mar 2019	As at 31 Mar 2018	Change %	Remarks
Interest Coverage Ratio	9.33	7.73	21%	Reductions in Debt.
Debt Equity Ratio	0.30	0.49	-38%	Reductions in Debt.
Operating Profit Margin (%)	9.17%	13.32%	-30%	Increase in input costs i.e. mainly of feed ingredients.
Net Profit Margin (%)	6%	7%	-23%	Increase in input costs i.e. mainly of feed ingredients.



REPORT ON CORPORATE GOVERNANCE

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

A. MANDATORY REQUIREMENTS:

1. Company's Philosophy on Code of Governance :

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

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

a) Composition and size of the Board.

As on 31st March, 2019 the Board consists of 9 Directors out of which 4 Directors are Independent Directors and 5 Directors are Non - Independent Directors.

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

During the year 2018-19, 6 (Six) meetings were held. The dates on which the said meetings were held are as follows:

1) 3rd May, 2018, 2) 9th August, 2018, 3) 5th November, 2018, 4) 6th December, 2018, 5) 6th February, 2019 and 6) 29th March, 2019.

c) Attendance of Directors:

Attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and the number of Companies and Committees where he/she is Director/Member.

Name of Director of the Company	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 26 th September, 2018	No. of Directorships in other Public Companies	No. of Committee Positions [other than Venky's (India) Limited] in which Chairperson/Member	
					Chairperson	Member
Mrs. Anuradha J. Desai	Chairperson	6	No	1	6	7
Mr. B. Venkatesh Rao	Vice –Chairman	6	No	-	1	7
Mr. B. Balaji Rao	Managing Director	6	No	-	-	3
Mr. Jitendra M. Desai	Director	6	No	-	-	6
Ms. Uttara J. Desai**	Director	2	-	-	-	-
Lt. Col. Ashok Mahajan (Retd.)*	Director	6	Yes	-	-	-
Col. Surinder Kumar (Retd.)*	Director	6	Yes	-	-	-
Brig. Rajeshwar Singh Rathore (Retd.)*	Director	6	Yes	-	-	-
Brig. Amrit Kapur (Retd.)*	Director	6	Yes	-	-	-

*Independent Directors

** Appointed w.e.f. 6th December, 2018

- d) No. of Equity Shares held by Non-Executive Directors as of 31st March, 2019:

S. No.	Name of the Director	No. of Equity Shares as of 31st March, 2019
1.	Mrs. Anuradha J. Desai	4,82,926
2.	Mr. B. Venkatesh Rao	66,051
3.	Mr. Jitendra M. Desai	30,079
4.	Ms. Uttara J. Desai	Nil
5.	Lt. Col. Ashok Mahajan (Retd.)	Nil
6.	Col. Surinder Kumar (Retd.)	Nil
7.	Brig. Rajeshwar Singh Rathore (Retd.)	Nil
8.	Brig. Amrit Kapur (Retd.)	Nil

- e) Disclosure of Relationship inter-se:

Mrs. Anuradha J. Desai is sister of Mr. B. Venkatesh Rao and Mr. B. Balaji Rao and is spouse of Mr. Jitendra M. Desai and Mother of Ms. Uttara J. Desai. Other than these Directors none of the other Directors are related to each other.

- f) Skills / Expertise / Competence of the Board of Directors:

The members of the Board have vast and varied experience and possess various skills and expertise in diverse fields necessary for prospering and sustainable functioning of the business. Following are the brief skills / expertise / competencies identified by the Board of Directors.

- Knowledge of the industry and the business in which the Company operates and opportunities, risks / threats associated with it.
- Leadership, Business Development, Sales & Marketing, Administration and Monitoring.
- Financial, Law and Management skills

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

As per the provisions of the Companies Act, 2013 and Articles 141 to 143 of the Articles of Association of the Company, Mr. B. Venkatesh Rao, Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. Further, Ms. Uttara J. Desai was appointed as Additional Director on 6th December 2018, and is proposed to be appointed as Non Executive Director in the ensuing Annual General Meeting. Also, as per provisions of Companies Act, 2013 the term of all independent directors is due for renewal for a further period of 5 years as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2019.

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

Mr. B. Venkatesh Rao, aged 54 years, is the Vice Chairman of the Company. He is Director of the Company since 1995. He has by his proactive approach lifted the overall performance of the Company to high level of efficiency and productivity, especially in operations and marketing of poultry feed.

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



Venky's (India) Limited

Poultry and Agri-Farms Private Limited, Uttara Bakers Private Limited. Mr. B. Venkatesh Rao is a Chairman of Corporate Social Responsibility Committee, member of Stakeholders Relationship Committee of Venky's (India) Limited, Committee of Directors of Venkateshwara Hatcheries Private Limited and Corporate Social Responsibility Committee of Venco Research and Breeding Farm Private Limited, Venkateshwara Research and Breeding Farm Private Limited and B.V. Bio-Corp Private Limited. He is also the Chairman of the Corporate Social Responsibility Committee of Uttara Foods and Feeds Private Limited.

Ms. Uttara J. Desai, aged 25 years, is Graduate in Arts. She is also a Director of Venkateshwara Hatcheries Private Limited, the flagship company of the Group. She is looking after veterinary pharmaceuticals and Medical Nutrition Divisions of VH Group. She holds the position of Managing Director of B.V. Bio-Corp Private Limited, a VH Group Company. Ms. Uttara Desai possesses managerial skill and is actively involved in product development, marketing strategies and brand building. Her appointment as Director in Venky's (India) Limited will help the company to avail the benefit of her overall managerial skill and professional guidance.

Lt. Col. Ashok Mahajan (Retd.), aged 73 years, has a vast and rich experience in Administration, Management of Industrial Units. He is also Director in Bala Industries and Entertainment Private Limited and B. V. Bio-Corp Private Limited. Lt. Col. Ashok Mahajan (Retd.) had a distinguished career in the Indian Army and has handled successfully several assignments in the army at various locations. He is a Graduate from the National Defence Academy, Khadakwasala and Indian Military Academy, Dehradun and has a post-graduate diploma in Personnel Management, International Trade and in Computers. Lt. Col. (Retd.) Ashok Mahajan does not hold any shares of Venky's (India) Limited.

Col. Surinder Kumar (Retd.), aged 66 years, is a Director of the Company since 2012. Col. Surinder Kumar (Retd.) had a notable career in the Indian Army. He has a vast and rich experience in Management of Industrial Units, Human Resource Development and Training and Administration and monitoring of different sectors. He is a graduate from the National Defence Academy, Khadakwasla, and Indian Military Academy, Dehradun. Col. Surinder Kumar (Retd.) does not hold any shares of Venky's (India) Limited.

Brig. Rajeshwar Singh Rathore (Retd.), aged 70 years, is a graduate from IMA Dehradun, and has been awarded MSc in Defence Studies. He has vast experience in Indian Army assignments and also has 12+ years experience in policy formation and co-ordination at various staff levels. He has been the President of Pune Cantonment Board and was awarded the Vishisht Seva Medal by the President of India for his exemplary service. Brig. Rajeshwar Singh (Retd.) Rathore does not hold any shares of Venky's (India) Limited.

Brig. Amrit Kapur (Retd.), aged 71 years, is a B.Sc. from Punjab University and Graduate from Indian Military Academy. He is also a MBA from Indian Institute of Modern Management and done his Post Graduate Diploma in Environmental Law. He had a distinguished career in the Indian Army and has handled successfully several assignments in the army at various locations. Post retirement from Indian Army he has served with the various private sector organizations for 15+ years in Senior level positions. He was associate editor of Indian Defence Review and has authored several books. He was also awarded Vishisht Seva Medal for his outstanding service. Brig. Amrit Kapur (Retd.) does not hold any shares of Venky's (India) Limited.

4. Audit Committee

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

There were 4 (Four) meetings of the Audit Committee held during the year. The dates on which the said Audit Committee Meetings were held are as follows:

- 1) 3rd May, 2018, 2) 9th August, 2018, 3) 05th November, 2018 4) 06th February, 2019

**43rd
Annual
Report
2018-19**

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

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

The Terms of Reference of this Committee cover the matters specified for Audit Committee under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (LODR) as well as in Section 177 of the Companies Act, 2013 as applicable.

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

5. Nomination and Remuneration Committee

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

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

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

The Committee met twice on 3rd May, 2018 and 6th December, 2018 and the details of attendance of each member are as follows:

Name of Member	Number of Meetings attended
Mrs. Anuradha J. Desai	2
Lt. Col. Ashok Mahajan (Retd.)	2
Col. Surinder Kumar (Retd.)	2

Performance evaluation criteria for independent Director

While evaluating the performance of the Independent Directors, inter alia, the following parameters are generally considered:

- (a) Attendance at meetings of the Board and Committees thereof,
- (b) Participation in Board Meetings or Committee thereof,
- (c) Contribution to strategic decision making,
- (d) Review of risk assessment and risk mitigation,
- (e) Review of financial statements, business performance.
- (f) Contribution to the enhancement of brand image of the Company.



Venky's (India) Limited

6. Remuneration to Directors

The remuneration of Directors is decided at the Board level and approval of the shareholders is obtained at a general meeting. The details of remuneration paid / payable to the Directors (including sitting fees paid for attending Board Meetings and Committee Meetings) during the financial year 2018-2019 are given below:

Directors	Salary (Rs.)	Perquisites # (Rs.)	Commission Payable (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mrs. Anuradha J. Desai	-	-	1,37,182	2,15,000	3,52,182
Mr. B. Venkatesh Rao	-	-	1,37,182	2,15,000	3,52,182
Mr. B. Balaji Rao	12,00,000	19,10,750	3,00,000	-	34,10,750
Mr. Jitendra M. Desai	-	-	1,37,182	3,15,000	4,52,182
Ms. Uttara J. Desai			39,726	50,000	89,726
Lt. Col. Ashok Mahajan (Retd.)	-	-	1,37,182	2,50,000	3,87,182
Col. Surinder Kumar (Retd.)	-	-	1,37,182	2,50,000	3,87,182
Brig. Rajeshwar Singh Rathore (Retd.)	-	-	1,37,182	2,50,000	3,87,182
Brig. Amrit Kapur (Retd.)	-	-	1,37,182	2,50,000	3,87,182
TOTAL	12,00,000	19,10,750	13,00,000	17,95,000	62,05,750

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

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

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

7. Stakeholders Relationship Committee

(Composition, Number of investor complaints received, number of complaints redressed.)

Mrs. Anuradha J. Desai is the Chairperson of the Committee, Mr. B. Venkatesh Rao, Mr. Jitendra M. Desai and Col. Surinder Kumar (Retd.) are the other members of the Committee. The Company Secretary is the Compliance Officer.

During the period under review, 44 complaints were received from the shareholders and others and all of them have been resolved to date to the satisfaction of shareholders.

There are no investor complaints pending as on 31st March, 2019

8. Details of last Three General Meetings

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

S. No.	Meeting	Date, Time and Place
1.	AGM for the year 2017-18	26 th September 2018 at 10.30 a.m. at Sheraton Grand Pune Bundgarden Hotel, Raja Bahadur Mill Road, Near Pune Railway Station, Pune – 411 001

**43rd
Annual
Report
2018-19**

S. No.	Meeting	Date, Time and Place
2.	AGM for the year 2016-17	11 th September 2017 at 10.30 a.m. at Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune – 411 001
3.	AGM for the year 2015-16	29 th September, 2016 at 10.30 a.m. at Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune – 411 001

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

9. Code of Conduct:

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management Personnel have affirmed compliance with Code of Conduct, as on 31st March, 2019.

10. Managing Director / CFO Certification:

The Managing Director and Chief Financial Officer have certified to the Board of Directors, inter alia, the accuracy of Financial Statements and adequacy of Internal Controls for the financial reporting purpose as required under Regulation 17 (8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, for the year ended 31st March, 2019.

11. Disclosures

There are no material related party transactions made by the Company with its Promoters, Directors or Management or their Subsidiaries or Relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. The transactions with the related parties are disclosed in Note No. 13 of the Accounts in this Annual Report. (http://venkys.com/Related_Party_Transactions_Policy.pdf)

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

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

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

1. Prabhat (Marathi).
2. Business Line (English)

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

13. General Shareholders Information

Particulars	Details
Annual General Meeting Date	27 th September, 2019
Time	10.30 A.M.
Venue	Hotel Ramee Grand, Plot No. 587/3, Apte Road, Shivaji Nagar, Pune 411004
Financial Calendar 2019-20	<ol style="list-style-type: none"> i. First Quarter Results – upto August 14, 2019. ii. Second Quarter Results – upto November 14, 2019. iii. Third Quarter Results – upto February 14, 2020.



Venky's (India) Limited

Particulars	Details
	iv. Audited Results for the year ending 31 st March, 2020 – end of May, 2020
Date of Book Closure	21 st September, 2019 to 27 th September, 2019
Dividend Payment Details	Within 30 Days after Annual General Meeting.
Names & Address of Stock Exchanges in which it is listed and scrip code.	I. Bombay Stock Exchange Limited -- 523261 Address: P.J. Towers, Dalal Street, Mumbai- 400 001 II. National Stock Exchange of India Limited – VENKEYS Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051
Confirmation of payment of annual listing fees	The Company has paid listing fees in the time limit prescribed.
Demat ISIN number for NSDL and CDSL	INE 398A01010
Registrar & Transfer Agent	M/s Bigshare Services Private Limited, 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059.
Share Transfer System	All the transfers received are processed at the office of Registrar and Share Transfer Agent and are approved by the “Stakeholders Relationship Committee” which meets twice in a month or more depending on the volume of transfers. Share transfers are registered and returned within 15 Days from the date of lodgement, if documents are complete in all respects.

14. Credit Rating

Following are the details of credit ratings assigned to the Company in the year 2018-19:

Credit Facility	Rating by CARE	Rating by ICRA
Long Term Bank Facilities	CARE A-; Stable (Single A Minus; Outlook: Stable)	ICRA A-; (ICRA A Minus; Outlook: Stable)
Short Term Bank Facilities	CARE A2+ (A Two Plus)	ICRA A2+ (ICRA A Two Plus)

15. In the financial year 2018-19, the Board of Directors have accepted all the mandatory recommendations made by its Committees.

16. Details of total fees paid / payable to the statutory auditors

The details of total fees for all services paid by the company, to the statutory auditor and all entities in the network firm / network entity of which statutory auditor is a part are as follows:

Type of Services	Financial year 2018-19(Amount in Rs. in Crore)
Audit	0.40
Other Services	0.15
Reimbursement of Expenses	0.03

- 17.** In the financial year 2018-19, the Board of Directors had appointed Ms. Uttara J. Desai as a Non Executive Non Independent Director. Accordingly, the Company is required to appoint one more independent director on the Board to comply with the provisions of Board Composition as envisaged in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Monthly Market High / Low for the year 2018-2019 on National Stock Exchange of India Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2018	4725.00	3850.85	October 2018	2727.00	2014.65
May 2018	3999.00	2900.00	November 2018	2954.95	2252.00
June 2018	3025.25	2322.00	December 2018	2582.00	2125.25
July 2018	2434.00	1786.50	January 2019	2478.20	2002.00
August 2018	3445.00	2175.00	February 2019	2672.30	2010.00
September 2018	3944.40	2173.00	March 2019	2410.00	2063.65

(Source: www.nseindia.com)

Monthly Market High / Low for the year 2018-2019 on Bombay Stock Exchange Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2018	4,711.25	3,860.00	October 2018	2731.65	2025.65
May 2018	3,995.00	2,905.00	November 2018	2955.95	2252.45
June 2018	3,029.00	2330.00	December 2018	2579.90	2127.10
July 2018	2433.45	1788.00	January 2019	2476.55	2002.35
August 2018	3,440.00	2,180.00	February 2019	2700.00	2020.00
September 2018	2948.00	2175.00	March 2019	2407.00	2055.00

(Source: www.bseindia.com)

Comparative Price Charts:

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



(Source: www.moneycontrol.com)



Venky's (India) Limited

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



(Source: www.moneycontrol.com)

Distribution of shareholding and its patterns as on 31.03.2019

I. Distribution of Shareholding

No. of Equity Shares held	No. of Folios	%	No. of Shares	%
1 – 500	43410	98.23	18,08,174	12.84
501 – 1000	405	0.92	2,91,719	2.07
1001 – 2000	179	0.41	2,52,543	1.79
2001 – 5000	102	0.23	3,18,292	2.26
5001 – 10000	30	0.06	2,10,553	1.49
10001 & above	66	0.15	1,12,06,055	79.55
Total	44,192	100	1,40,87,336	100

II. Shareholding Pattern:

Category	No. of Shares	%
Promoters	78,01,558	55.38
Mutual Funds / Unit Trust of India	878	0.01
Financial Institutions / Banks	25,503	0.18
Foreign Institutional Investors	1,02,885	0.73
Private Bodies Corporate	9,85,347	7.00
Non-resident Indians	75,124	0.53
Public	50,96,041	36.17
Total	1,40,87,336	100

Dematerialisation of shares and liquidity:

About 96.24% of the paid-up capital of the Company was dematerialised as on 31st March, 2019. The Company has not issued any GDRs/ ADRs/ warrants or any convertible instruments.

Unclaimed Dividend:

Unclaimed dividend up to and for the year 2010-11 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

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

Financial Year	Date of declaration of dividend	Total Dividend (Rs.)	Unclaimed Dividend as on 31st March, 2019 (Rs.)	Due date for transfer to IEPF
2011-12	23.08.2012	4,69,57,785	13,10,735	21.09.2019
2012-13	12.08.2013	4,69,57,785	13,48,650	09.09.2020
2013-14	27.08.2014	4,69,57,785	13,88,070	26.09.2021
2014-15	16.09.2015	4,69,57,785	14,88,400	15.10.2022
2015-16	29.09.2016	7,04,36,680	20,98,270	28.10.2023
2016-17	11.09.2017	8,45,24,016	27,86,850	10.10.2024
2017-18	26.09.2018	11,26,98,688	38,84,440	25.10.2025

Location of Units:

A. Maharashtra

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

B. Gujarat

- Anand - Breeder Farms & Hatchery

C. Uttarakhand

- Dehradun - Breeder Farms, Hatchery and Poultry Feed.

D. Uttar Pradesh

- Allahabad - Breeder Farm, Hatchery and Poultry Feed and Commercial Farms.
- Sunderpur - Breeder Farm
- Jasmour - Breeder Farm
- Basti – Hatchery
- Samli – Breeder Farm
- Shivarjpur – Breeder Farm, Feedmill
- Naini – Hatchery
- Sahranpur – Commercial Farm
- Bulandhshahr – Commercial Farm

E. Haryana

- Sonepat - Breeder Farms and Hatchery
- Karnal - Hatchery
- Panipat - Breeder Farms and Hatchery



Venky's (India) Limited

- Ambala - Breeder Farms, Hatchery, Poultry Feed, Commercial Farms.
- Hissar - Commercial Farms
- Hansi - Commercial Farms
- Kurukshetra - Commercial Farms
- Kaithal – Breeder Farm, Commercial Farms
- Yamuna Nagar - Commercial Farms
- Tohana - Commercial Farms

F. Punjab

- Ludhiana - Breeder Farms, Feedmill, Hatchery and Commercial Farms.
- Hoshiarpur - Breeder Farms, Hatchery and Commercial Farms
- Gurdaspur - Commercial Farms
- Pathankot - Commercial Farms
- Batala - Commercial Farms
- Sangrur - Commercial Farms
- Barnala - Commercial Farms
- Patiala - Commercial Farms
- Mansa – Commercial Farms
- Samrala – Commercial Farms
- Dasuya – Commercial Farms
- Moga – Commercial Farms

G. Madhya Pradesh

- Rewa - Breeder Farms and Hatchery

H. Himachal Pradesh

- Kangra - Hatchery
- Nalagarh - Breeder Farms, Hatchery
- Una - Commercial Farms
- Bangana – Commercial Farms

I. Jammu and Kashmir

- Kathua - Hatchery.

J. Bihar

- Muzzafarpur– Hatchery
- Arrah – Hatchery

K. Rajasthan

- Chirawa – Commercial Farms
- Sikar – Commercial Farms
- Navalgarh – Commercial Farms
- Neem ka thana – Commercial Farms
- Bagru – Commercial Farms
- Jhunjhunu – Commercial Farm

Address for correspondence.

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

B. NON-MANDATORY REQUIREMENTS :

a. The Board

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

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

Company may move towards a regime of unqualified financial statements.	The Company's financial statements have been unqualified till date.
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d. Separate posts of Chairman and Managing Director / CEO

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

e. Reporting of Internal Auditor

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

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

This is to confirm that, all the Board Members and Senior Management Personnel of Venky's (India) Limited have affirmed compliance with the respective Codes of Conduct for the Financial Year ended 31st March, 2019.

Pune
May 10, 2019

B. Balaji Rao
Managing Director



Venky's (India) Limited

CERTIFICATE ON CORPORATE GOVERNANCE

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

I have examined the compliance of conditions of Corporate Governance by Venky's (India) Limited for the year ended 31st March, 2019 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as referred to in Regulation 15(2) of the SEBI Listing Regulations during the year ended 31st March, 2019.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable except for the compliance of Regulation 17(1) of the Listing Regulations relating to the composition of the Board of Directors.

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

P. L. Shettigar
Practicing Company Secretary
A-10, Aditya Nagar,
Near Lokseva Hanuman Mandir,
Hadapsar Gadital, Pune 411028
C.P. Number : 2917
Membership Number : FCS 3816

Pune
10.05.2019

CERTIFICATE FROM PRACTICING COMPANY SECRETARY (PURSUANT TO CLAUSE 10 OF SCHEDULE V OF LODR)

In pursuance of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; in respect of Venky's (India) Limited (the Company) and on the basis of information and explanation given to us and based on the verification of relevant records and documents I hereby certify that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

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

Pune
May 10, 2019

ANNEXURE C

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

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

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

2. CSR Committee: The CSR committee provides oversight of policy execution to ensure that CSR objectives of the Company are met. CSR committee comprises:
 - (a) Mr. B. Venkatesh Rao – Chairman
 - (b) Mr. Jitendra M. Desai - Member
 - (c) Col. Surinder Kumar (Retd.) - Member
3. Average net profit of the company for last three financial years: Rs.19484.65 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs.389.69 Lakhs
The current CSR expenditures are Rs. 254.19 Lakhs
5. Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year: Rs. 389.69 Lakhs;
 - (b) Amount unspent, if any: Rs.135.69 Lakhs;
 - (c) Manner in which the amount spent during the financial year is detailed below.

(Amount in Rs. Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency*
1	Donation to Charitable Trust	Health Care, Education and Eradication of hunger & Poverty etc.	Pune, (Maharashtra)	250.00	241.04	241.04	Through, implementing agency



Venky's (India) Limited

(Amount in Rs. Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency*
2	Supply of Free Chicken & Eggs to Orphanage / Athletes	Healthcare, Eradication of hunger & Poverty etc.; Promotion of Sports	Pune	10.00	13.15	13.15	Direct supply to Orphanage free of cost.
	TOTAL			260.00	254.19	254.19	

*Give details of implementing agency.

6. Details of Implementing Agency:

Venkateshwara Charitable Foundation, Smt. Uttaraadevi Charitable and Research Foundation, Sanmitra Charitable Trust, Shri Shantilal Monji Shah Charitable Trust, Vasantrao Banduji Patil Trust are public trusts registered under the Bombay Public Trust Act, 1950 and since inception the trusts are carrying on charitable activities in the field of providing education, medical aid in rural areas and other charitable services to the weaker sections of the society.

7. Responsibility Statement of CSR Committee.

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

For the financial year 2018-19 the actual amount spent on CSR was short of Rs. 135.69 Lakhs against the amount required to be spent. The Company was in the process of finalizing avenues for the additional spending and hence the temporary shortfall. Also, some amount was donated / spent on avenues are not falling under the definition of CSR expenditure as per statutory provisions. The Committee has recommended to the Board to re-align the expenditure / donation avenues so as to conform to the statutory requirement.

For Venky's (India) Limited

Pune
May 10, 2019

B. Venkatesh Rao
Chairman - CSR Committee

Jitendra M. Desai
Member of CSR Committee

Annexure D

**INFORMATION AS PER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH
RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF
MANAGERIAL PERSONNEL) RULES, 2014.**

Information as per Rule 5(1)

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

Managing Director : 17.75

Non Executive Directors : 0.71

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

Independent Directors : 0.71

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

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

The median remuneration of employees increased by 9.69% as compared to previous year whereas there is no change in the remuneration of Directors. The remuneration payable to CFO remained unchanged whereas that of Company Secretary increased by 35.00%.

3. The number of permanent employees on the role of Company as of 31st March, 2019 is 5512.

Average percentile increase in managerial remuneration with that of increase in remuneration of other employees: There was no change in the remuneration of Directors whereas the average increase in remuneration of other employees was 7.76%. The remuneration payable to CFO remained unchanged whereas that of Company Secretary increased by 35.00%.

4. Affirmation that remuneration is as per remuneration policy of the Company: It is hereby affirmed that the remuneration paid to all managerial personnel and other directors is as per the remuneration policy of the Company.

For Venky's (India) Limited

Pune
May 10, 2019

Anuradha J. Desai
Chairperson



Annexure D (Contd.)

Information of employees pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

No.	Name	Designation	Remuneration (In Rs.)	Qualification	Exp (In years)	Date of joining the Company	Age (In Years)	Last employment
1	Benard Thomas	Executive Chef	1,24,24,836	Degree in Food Production	20	06.04.2016	38	Petit Journal, Paris.
2	N. K. Toshniwal	GM-Material & Purchase	9,300,000	B.Com	29	10.11.1989	62	M. P. Glychem Industries Limited
3	M. K. Gupta*	GM-North	5,654,652	B.Sc Agriculture & PGDMA-IIM Ahmedabad	28	07.08.2003	53	Goldmohur Foods and Feeds Private Limited
4	Vijay Tijare	GM-Sales & Marketing	4,241,124	M.V.Sc & AH	33	14.12.1985	59	Govt. of Maharashtra
5	J. K. Handa	GM-Accounts & Finance	3,250,056	M.Com	38	13.05.1981	60	N.A.
6	Deepak Khosla	GM-Marketing	3,249,576	B.Com	34	13.04.1985	54	N.A.
7	Dilip G. Kadam	GM-Production	3,053,640	B.Pharm DBM	39	11.11.1990	60	Almet Corporation
8	Uday Sawant	GM-Plant	3,025,032	M.Sc (Fisheries Management), M.M.S.	31	15.01.1988	55	N.A.
9	Danveer Singh	GM-Operations	3,004,668	B.V.Sc & AH	25	10.12.1993	50	N.A.
10	Mukund Divekar	GM-Purchase	3,000,000	B.Com, Diploma in Material Management	35	15.03.1989	60	Serum Institute of India Ltd.

*Resigned from the Company w.e.f. 01.04.2019.

Notes:

1. The nature of appointment is contractual for all the above employees.
2. None of the above employees are relatives of Directors of the Company.
3. None of the above employee holds two percent or more of paid up capital of the Company.

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To

The Members,

VENKY'S (INDIA) LIMITED,
"Venkateshwara House",
S.No.114/A/2, Pune-Sinhagad Road,
Pune - 411030.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VENKY'S (INDIA) LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 and made available to me, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Venky's (India) Limited

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period)
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable during the audit period)
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period) and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the audit period)
- (vi) The following other laws as applicable to the Company:
- Food Safety and Standards Act, 2006 & Rules and Regulations made thereunder.
 - Foods and Drugs Administration Laws.
 - Drug Price Control Order, 2013.
 - Drugs and Cosmetic Act, 1940, Drugs and Cosmetic (Amendment) Act, 2008 and Rules and Regulations made thereunder.
 - Legal Metrology Act, 2009 & Rules and Regulations made thereunder.
 - The Environment (Protection) Act, 1986
 - The Water (Prevention and Control of Pollution) Act, 1974
 - The Air (Prevention and Control of Pollution) Act, 1981
 - Agricultural Produce Marketing (Regulation) Act, Maharashtra 1963
 - Edible Oil Packaging Order, 1990
 - The Factories Act, 1948
 - Local Gram Panchayat Laws.

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

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

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

**43rd
Annual
Report
2018-19**

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

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

I further report that the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the SEBI (LODR) Regulations, 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that during the audit period there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

Pune
May 10, 2019

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



Venky's (India) Limited

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE

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

Dear Madam / Sirs,

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

- (a) We have reviewed the financial statements and the cash flow statements for the year ended on 31st March, 2019 and based on our knowledge and belief, we state that:
 - (i) these statements do not contain any material untrue statement or omit any material fact or contain any statement that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
We hereby declare that all the Members of the Board of Directors and Senior Management have confirmed compliance with the Code of Conduct as adopted by the Company.
- (c) We are responsible for establishing and maintaining internal control and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Pune
May 10, 2019

B. Balaji Rao
Managing Director

J. K. Handa
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

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

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Venky's (India) Limited ("the Company")**, which comprise the Balance sheet as at 31st March, 2019, and the Statement of Profit and Loss, (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context

of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- (i) **Valuation of Biological Assets-** (as described in note 1.4(j), note 3.2and note 7.2 of the financial statements)

Description of Key Audit Matter:

Biological assets include Poultry for live-stock breeding (Broiler and Layer Parents), hatching eggs, Specific Pathogen Free Eggs (S.P.F Eggs), Commercial Eggs and live commercial birds (Broiler and Layer). Biological assets, except breeder flocks and commercial layer birds are measured at fair value less cost to sell.

Ind AS 41- Agriculture and Ind AS 113 – Fair Value Measurement deal with recognition and measurement of fair value of biological assets respectively. The fair value measurement requires consideration of market approach, cost approach and income approach.

Considering the distinctiveness of lifecycle of Biological Assets, the market benchmarks for valuation are difficult to ascertain / find. Additionally, the determination of best fit valuation technique using fair value estimates is a complex process involving significant judgments and estimates regarding inputs. The value of the Company's biological assets as at March 31, 2019 amounts to INR 18,561.55 Lakhs, which is a significant component of the Balance Sheet. Therefore, we have considered it to be a key audit matter.

Description of Auditor's response:

We have gained adequate understanding of the nature of biological assets lifecycle and applied the prescriptions given in Ind AS 41 and Ind AS 113 in their context. We have undertaken audit procedures in relation to accounting of biological assets, controls exercised and valuation methods adopted by the management over biological assets with a view to evaluate their appropriateness and compliance with the applicable accounting principles.

Identification and classification of biological assets is a key determinant and was examined and evaluated. We analysed the valuation approaches adopted by management for each class of biological assets for their appropriateness based



Venky's (India) Limited

on the principle of highest and best possible use as laid down in Ind AS 41. We also audited the methodology used by the Company and verified reasonableness of inputs / assumptions used by the Company including production life cycle, feed consumption and mortality rates. Further we have analytically reviewed the results of valuation and compared the same with the past trends. Finally, the appropriateness and adequacy of the presentation and disclosure of biological assets in the financial statements was audited.

(ii) Transactions with related parties -(as described in note 13 of the financial statements)

Description of Key Audit Matter:

The Company operates within a conglomerate of group entities. The parent company and associates, operate in the line of business as the Company. The transactions with related parties are significant that have effect over both profit and loss and balance sheet described in detail in Note 13 of financial statements and include sales, purchases and Advances etc.

These group companies operate in the same sector and have significant transactions amongst themselves during the year. Such transactions with related parties are necessitated to be at arms length, they involve significant cash flow between parties, intercompany contracts, and common management amongst other things, they are considered to be a key audit matter.

Description of Auditor's response:

Audit procedure included identification of related party relationships, classification, examination of transactions from the perspective of arms length criteria adopted by the Board of Directors, risks attached to items such as guarantees, interest rate and recovery of capital advance, ageing and provisioning policies and practices, review of confirmation and reconciliation process, review of controls and analytical review of various account balances and transaction balances amongst other things.

Other Information

The Company's Board of Directors is responsible for the other information. The Other information comprises the Management Discussion and Analysis Report, Directors' Report including Annexures to Directors' Report, Report on Corporate Governance and Business Responsibility Report but does not

include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Venky's (India) Limited

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement and dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness

of such controls, refer to our separate Report in "**Annexure B**".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 7.1 to the financial statements;
- ii. The Company did 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 B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

San Jose
May 10, 2019

Raman Jokhakar
Partner
Membership No.103241

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditor's Report on financial statements of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, fixed assets of the Company have been physically verified during the year by the management in accordance with a phased program of verification designed to cover all assets over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on physical verification.
 - (c) Based on audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements of the Company and based on records produced to us and according to information and explanations provided by the management, the title deeds of immovable properties forming part of property, plant and equipment, are held in the name of the Company except for the cases mentioned below wherein it is informed to us that registration of said property is in process.
- (Rupees in Lakhs)
- | Particulars | Location | Total number of cases | Gross block as at March 31, 2019 | Net block as at March 31, 2019 |
|------------------------------------|--------------------|-----------------------|----------------------------------|--------------------------------|
| Freehold Land and Building thereon | Nalagarh, Larsouli | 2 | 1,673.03 | 1,568.81 |
- ii. As explained to us, the management has conducted physical verification of its inventories during the year. In our opinion, having regards to size of the Company and nature of its business, the frequency of verification is reasonable. Based on records produced to us, discrepancies noticed on verification between the physical stocks and the book records were not material and were properly dealt with in the books of account.
 - iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Consequently, sub clause (a), (b) and (c) of the paragraph 3 (iii) are not applicable to the Company.
 - iv. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Act have been complied with by the Company.
 - v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of the provisions of sections 73 to 76 or any relevant provisions of the Act and the rules framed there under.
 - vi. We have broadly reviewed the cost accounting records maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rules, 2013 prescribed by the Central Government under section 148(1) of the Act. However, we have not made a detailed examination of the records with a view to determine its accuracy. Based on our review we are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.

- vii. In respect of statutory dues:

- a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of custom, cess and other statutory dues applicable to it. As per the records of the Company, as at March 31, 2019, the Company does not have any undisputed statutory dues which are outstanding for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the particulars of dues in respect of income tax (including TDS), sales tax, service tax, goods and services tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the



Venky's (India) Limited

disputes are pending as on March 31, 2019 are as given below:

Nature of the Statute	Nature of Dues	Amount Involved (Rupees in Lakhs)	Amount paid / adjusted under protest (Rupees in Lakhs)	Period	Forum where dispute is pending
Central Sales Tax Act, 1956 and sales tax acts of various states	Sales Tax	84.77	63.67	1991 - 1992 1992 - 1993 1993 - 1994 1994 - 1995 1995 - 1996	High Court, Mumbai
		16.60	-	2001 - 2002	Assistant Commissioner, Trade Tax, Dehradun
		0.45	0.45	2002 - 2003	Deputy Commissioner Appeal -II, Trade Tax, Dehradun
		40.15	-	2004 - 2005 2006 – 2007	WBCT appellate and Revisional Board, West Bengal
		29.21	29.21	2008 – 2009	Sales Tax Dep, Telangana
Central Sales Tax Act, 1956 and sales tax acts of various states	Sales Tax	0.36	0.36	2012 - 2013	Kerala Value Added Tax Appellate Tribunal, Palakkad
		7.68	3.28	2012 - 2013 2013 - 2014 2014 – 2015	Deputy Commissioner (Appeals) Sales Tax, Uttar Pradesh
		15.00	15.00	2012 – 2013	Maharashtra Sales Tax Tribunal
Customs Act, 1962	Duty of Custom	40.36	-	2015 – 2016	Office of Commissioner of Customs, Import-Mumbai
Central Excise Act, 1944	Duty of Excise	535.62	535.62	2011 – 2012 2013 - 2014 2014 – 2015 2015 – 2016 2016 – 2017 2017 – 2018	The Commissioner, Central Excise, Pune
		693.65	26.01	2012 – 2017	CESTAT Mumbai
		1.11	0.11	2012 – 2017	The Commissioner, Central Excise, Nagpur
		5.32	1.80	2007 – 2008	The Hon. Punjab and Haryana High Court, Chandigarh

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

- x. To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year. Therefore, paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) of the Order is not applicable.

**For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W**

Raman Jokhakar
Partner
Membership No.103241

San Jose
May 10, 2019



ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditor's Report on financial statements of even date)

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

We have audited the internal financial controls over financial reporting of **Venky's (India) Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management

**43rd
Annual
Report
2018-19**

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based

on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

San Jose
May 10, 2019

Raman Jokhakar
Partner
Membership No.103241



Venky's (India) Limited

Financial Statements

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rupees in Lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-current Assets			
Property, Plant and Equipment	2.1	49,081.63	45,895.40
Capital work-in-progress	2.2	6,643.22	1,742.80
Goodwill	2.3	1,009.94	1,267.74
Other Intangible assets	2.3	12.40	21.71
Financial Assets			
- Loans	2.4	17.77	19.30
- Other financial assets	2.5	7,291.60	1,120.57
Income tax assets (net)	6.6	516.21	552.86
Other non-current assets	2.6	2,125.25	13,116.27
	(a)	66,698.02	<u>63,736.65</u>
CURRENT ASSETS			
Inventories	3.1	20,883.96	16,220.14
Biological assets	3.2	18,561.55	13,613.79
Financial assets			
- Investments	3.3	614.72	-
- Trade receivables	3.4	30,554.92	29,542.74
- Cash and cash equivalents	3.5	930.25	908.53
- Bank balances other than cash and cash equivalents	3.6	14,459.95	14,456.42
- Loans	3.7	118.20	2,506.30
- Other financial assets	3.8	1,752.16	1,159.93
Other current assets	3.9	1,159.13	974.78
	(b)	89,034.84	<u>79,382.63</u>
	Total Assets (a+b)	155,732.86	<u>143,119.28</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	4.1	1,408.74	1,408.74
Other Equity	4.2	86,740.49	<u>70,707.18</u>
	(a)	88,149.23	<u>72,115.92</u>
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	5.1	3,993.21	7,386.28
- Other financial liabilities	5.2	86.10	27.25
Provisions	5.3	1,186.20	1,038.00
Deferred tax liabilities (net)	5.4	3,522.86	3,524.44
Other non current liabilities	5.5	26.96	29.95
	(b)	8,815.33	<u>12,005.92</u>



Venky's (India) Limited

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rupees in Lakhs)

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
Current Liabilities			
Financial liabilities			
- Borrowings	6.1	18,939.82	17,289.54
- Trade payables			
Dues to micro enterprises and small enterprises	6.2	197.58	-
Dues to others	6.2	27,861.27	22,747.63
- Other financial liabilities	6.3	5,264.98	11,534.37
Other current liabilities	6.4	5,657.77	5,824.33
Provisions	6.5	329.98	396.50
Current tax liabilities (net)	6.6	516.90	<u>1,205.07</u>
	(c)	58,768.30	<u>58,997.44</u>
	Total Equity and Liabilities (a+b+c)	155,732.86	<u>143,119.28</u>

Summary of significant accounting policies 1

The accompanying notes form an integral part of the financial statements

As per our report of even date	For and on behalf of the Board of Directors of VENKY'S(INDIA) LIMITED	
For B.D. JOKHAKAR & CO. <i>Chartered Accountants</i> Firm Registration Number : 104345W	ANURADHA J. DESAI <i>Chairperson</i> DIN : 00012212	B. VENKATESH RAO <i>Vice Chairman</i> DIN : 00013614
RAMAN JOKHAKAR <i>Partner</i> Membership Number : 103241	B. BALAJI RAO <i>Managing Director</i> DIN : 00013551	J. K. HANDA <i>Chief Financial Officer</i>
Place : San Jose Date : May 10, 2019	Place : Pune Date : May 10, 2019	ROHAN BHAGWAT <i>Company Secretary</i> Membership Number : A26954

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rupees in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
INCOME			
Revenue From Operations	8.1	304,313.51	268,621.23
Other Income	8.2	2,901.17	2,882.09
		TOTAL INCOME (I)	307,214.68
EXPENSES			
Cost of materials consumed	9.1	206,919.83	169,412.59
Purchases of bearer biological assets	9.2	4,835.41	3,397.55
Purchases of Stock-in-Trade	9.3	12,061.07	14,493.44
Changes in inventories of finished goods, Stock-in -Trade , work-in-progress and Biological assets	9.4	(3,680.48)	(2,203.92)
Employee benefits expense	9.5	19,448.72	17,074.42
Finance costs	9.6	3,154.86	4,987.43
Depreciation and amortization expense	2.1, 2.3	2,934.96	2,813.30
Impairment of goodwill	2.3	257.80	-
Other expenses	9.7	33,630.14	27,832.64
		TOTAL EXPENSES (II)	279,562.31
PROFIT BEFORE TAX (I-II)		27,652.37	33,695.87
Less: Tax expense:			
Current tax		9,950.00	11,275.00
Deferred tax		10.60	453.25
Tax adjustment in respect of earlier period		277.70	1,996.45
	10	10,238.30	13,724.70
PROFIT FOR THE YEAR	A	17,414.07	19,971.17
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		(123.72)	84.58
Less: Income tax effect		(43.23)	29.27
		(80.49)	55.31
Items that will be reclassified subsequently to profit or loss			
The effective portion of gains/(loss) on hedging instruments in a cash flow hedge		89.44	3.95
Less: Income tax effect		31.06	1.37
		58.38	2.58
OTHER COMPREHENSIVE INCOME FOR THE YEAR	B	(22.11)	57.89
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(A+B)	17,391.96	20,029.06
EARNINGS PER SHARE	15		
[Nominal value of shares: Rs. 10/-per equity share; Previous year: Rs. 10/-]			
Basic		123.62	141.77
Diluted		123.62	141.77
Summary of significant accounting policies	1		
The accompanying notes form an integral part of the financial statements			

As per our report of even date

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

For **B.D. JOKHAKAR & CO.**

ANURADHA J. DESAI

B. VENKATESH RAO

Chartered Accountants

Chairperson

Vice Chairman

Firm Registration Number : 104345W

DIN : 00012212

DIN : 00013614

RAMAN JOKHAKAR

B. BALAJI RAO

J. K. HANDA

Partner

Managing Director

Chief Financial Officer

Membership Number : 103241

DIN : 00013551

Place : San Jose

Place : Pune

ROHAN BHAGWAT

Date : May 10, 2019

Date : May 10, 2019

Company Secretary

Membership Number : A26954



Venky's (India) Limited

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

	(Rupees in Lakhs)	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		27,652.37	33,695.87
Adjustments for:			
Depreciation and amortization expense		2,934.96	2,813.30
Impairment of goodwill		257.80	-
Interest income		(1,546.36)	(1,503.03)
Finance cost		3,154.86	4,987.43
Government grant amortized in statement of profit and loss		(2.99)	(2.99)
Fair value changes in biological assets		(1,915.05)	(522.07)
Loss on property, plant & equipment sold/ discarded (net)		55.62	154.72
Fair Value adjustment/Gain on sale of current investments (net)		(4.72)	(2.12)
Provision for credit impaired debts and advances		70.81	(189.71)
Loss/(Gain) on unrealised foreign exchange (net)		(12.76)	30.94
Operating profit before changes in assets and liabilities		30,644.54	39,462.34
Changes in assets and liabilities			
Inventories		(4,663.80)	(4,739.00)
Biological assets		(3,032.72)	92.64
Trade receivables & other financial assets		(1,734.61)	(2,428.74)
Non financial assets		660.99	(983.64)
Trade payables and other financial liabilities		5,266.66	5,254.10
Non financial liabilities and provisions		(208.60)	2,307.90
Cash generated from operations		26,932.46	38,965.60
Direct taxes paid		(11,041.74)	(13,373.20)
NET CASH GENERATED BY OPERATING ACTIVITIES		15,890.72	25,592.40
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		27.03	15.97
Payments towards capital expenditure		(10,183.80)	(4,685.13)
Sale/(Purchase) of investments in mutual funds		(610.00)	202.29
Capital advances received back		3,000.00	-
Intercorporate deposits placed		(1,880.00)	(5,805.00)
Intercorporate deposits received back		4,268.75	5,805.00
Interest received		1,551.39	1,538.22
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES		(3,826.63)	(2,928.65)

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

	(Rupees in Lakhs)	
	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	1,385.72	820.25
Repayment of long-term borrowings	(10,389.79)	(6,681.00)
Repayment of short-term borrowings (net of proceeds)	1,650.29	(12,812.32)
Finance cost paid	(3,355.97)	(4,810.22)
Dividend paid (including dividend distribution tax)	(1,332.62)	(1,000.03)
NET CASH USED IN FINANCING ACTIVITIES	(12,042.37)	(24,483.32)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	21.72	(1,819.57)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	908.53	2,728.10
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	930.25	908.53
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Balances with banks in:		
current accounts	148.05	257.54
deposit accounts with original maturity of less than three months	3.03	-
unclaimed dividend accounts*	143.05	117.03
unclaimed fractional shares account*	3.80	3.83
Cheques, drafts on hand	492.85	418.81
Cash on hand	139.47	111.32
TOTAL CASH AND CASH EQUIVALENTS	930.25	908.53

* The Company can utilise these balances only towards settlement of the unclaimed dividends and fractional shares proceeds.



Venky's (India) Limited

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2019

Reconciliation of changes in liabilities arising from financing activities

(Rupees in Lakhs)

Particulars	Note No.	Opening Balance	Financing Cash flow changes	Non Cash flow changes		Closing Balance
				Effect of changes in foreign exchange rates	Effect of Effective Interest rate	
Non-current liabilities						
- Borrowings	5.1	17,752.52	(9,004.07)	(958.03)	31.36	7,821.78
Current Liabilities						
- Borrowings	6.1	17,289.54	1,650.29	-	-	18,939.82
- Other financial liabilities	6.3					
Interest accrued		541.13	(361.65)	-	-	179.48
Unpaid dividends		117.03	26.02	-	-	143.05
Total		35,700.22	(7,689.41)	(958.03)	31.36	27,084.13

Cash and cash equivalents

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

Cash flow statement

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

As per our report of even date

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

For **B.D. JOKHAKAR & CO.**

Chartered Accountants

Firm Registration Number : 104345W

ANURADHA J. DESAI

Chairperson

DIN : 00012212

B. VENKATESH RAO

Vice Chairman

DIN : 00013614

RAMAN JOKHAKAR

Partner

Membership Number : 103241

B. BALAJI RAO

Managing Director

DIN : 00013551

J. K. HANNA

Chief Financial Officer

Place : San Jose

Date : May 10, 2019

Place : Pune

Date : May 10, 2019

ROHAN BHAGWAT

Company Secretary

Membership Number : A26954

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A. Equity Share Capital		Balance at the beginning of the year		Changes in equity share capital during the year		Balance at the end of the year	
Equity shares of Rupees 10/- each Fully paid up		2018-19		1,408.74		1,408.74	
2017-18							

B. Other Equity

	Profit on Reissue of forfeited shares and debentures	Amalgamation Reserve	General Reserve	Retained Earnings	Cash Flow Hedge Reserve	Total
2018-19						
Balance at the beginning of the year	1.64	75.95	39,830.83	30,858.53	(59.77)	70,707.18
Profit for the year	-	-	-	17,414.07	-	17,414.07
Comprehensive Income for the year	-	-	-	(80.49)	58.38	(22.11)
Transfer to General reserve from retained earnings	-	-	5,000.00	(5,000.00)	-	-
Dividends	-	-	-	(1,126.99)	-	(1,126.99)
Dividend Distribution Tax	-	-	-	(231.66)	-	(231.66)
Balance at the end of the year	1.64	75.95	44,830.83	41,833.46	(1.39)	86,740.49
2017-18						
Balance at the beginning of the year	1.64	75.95	34,830.83	16,849.36	(62.35)	51,695.43
Profit for the year	-	-	-	19,971.17	-	19,971.17
Comprehensive Income for the year	-	-	-	55.31	2.58	57.89
Transfer to General reserve from retained earnings	-	-	5,000.00	(5,000.00)	-	-
Dividends	-	-	-	(845.24)	-	(845.24)
Dividend Distribution Tax	-	-	-	(172.07)	-	(172.07)
Balance at the end of the year	1.64	75.95	39,830.83	30,858.53	(59.77)	70,707.18

Summary of significant accounting policies

The accompanying notes form an integral part of the financial statements

1

As per our report of even date

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

ANURADHA J. DESAI
Chairperson
DIN : 00012212

B. BALAJI RAO
Managing Director
DIN : 00013551

Place : San Jose

Date : May 10, 2019

B. VENKATESH RAO
Vice Chairman
DIN : 00013614

J. K. HANDA
Chief Financial Officer

ROHAN BHAGWAT
Company Secretary
Membership Number : A26954



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.1 CORPORATE INFORMATION

Venky's (India) Limited ("the Company") is a listed public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at Venkateshwara House, S. No. 114/A/2, Pune-Sinhagad Road, Pune 411 030.

The Company has diversified its activities in poultry sector that includes production of SPF eggs, chicken and eggs processing, broiler and layer breeding, animal health products, Poultry feed & equipment, soya bean extract and many more. The Company has its growing and other manufacturing facilities across India and sells primarily in India.

Venkateshwara Hatcheries Private Limited, the holding Company owned 51.02% of the Company's equity share capital.

The financial statements for the year ended 31st March 2019 were approved by the Board of Directors and authorised for issue on 10th May 2019.

1.2 BASIS OF PREPARATION

Compliance with Ind AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate affairs pursuant to section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments through Companies (Indian Accounting Standards) Amendment Rules thereafter.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

Current / non-current classification

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

Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the assets and liabilities that require measurement at fair value in accordance with Ind AS. These assets and liabilities mainly consist of biological assets and certain financial instruments (including derivative instruments). In addition, the carrying values of recognised liabilities that are designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs (INR 00,000) except otherwise indicated.

1.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

On March 30, 2019, the Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the new amendments to Ind AS's effective for annual periods beginning on or after April 01 2019:

Management has considered all amendments that are in issue but not yet effective.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The amendments that are relevant to the Company are as below:

Ind AS 116- Leases

Ind AS 116 replaces Ind AS 17, "Leases" and has a significant impact on the accounting treatment of leases for lessees. Ind AS 116 specifies how an entity will recognise, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the term is 12 months or less or the underlying asset has a low value.

Ind AS 116's approach to lessor accounting remains substantially unchanged from Ind AS 17, "Leases".

Ind AS 116 provides disclosure requirements to allow for information to be provided in the notes that, together with information in the balance sheet, statement of profit and loss and the statement of cash flows, gives a basis for users to assess the effect that leases have.

The standard is effective 1 April 2019 and will be applied by the Company for the first time in the financial year 2019-20. The standard will affect the accounting for the Company's operating leases and arrangements containing a lease, which will result in right of use assets and lease liabilities being recognised. The Company has evaluated the requirements of the amendment and the effect of the financial statements is not expected to be material.

1.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Key accounting estimates and judgements

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

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

Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

1. Measurement of defined benefit obligations
2. Measurement and likelihood of occurrence of contingencies
3. Recognition of deferred tax assets / liabilities
4. Impairment of intangible assets
5. Measurement and recognition of cash flow hedges
6. Determination of fair value of biological assets

b. Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any; except for land which is stated at cost less impairment, if any. Cost comprises of purchase price net of trade discounts and rebates, non-refundable duties and taxes, any directly attributable cost of bringing the asset to its working condition for its intended use. Cost also includes borrowing cost directly attributable to acquisition / construction of a qualifying asset up to the date the asset is ready for its intended use.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Subsequent expenditure on fixed assets is capitalised only if such expenditure results into an increase in the future economic benefits from such asset beyond its previously assessed standard of performance and the cost of the item can be measured reliably.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Capital work-in-progress comprises the cost of property, plant and equipment that are yet not ready for their intended use at the balance sheet date.

The depreciable amount of a depreciable fixed asset is allocated on a systematic basis to each accounting period over the useful life of the asset. Management's estimate of useful life, which is duly supported by technical evidence, is as stipulated in Schedule II to the Companies Act, 2013.

The useful life is for the whole of the asset, except where cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part ("component") is determined separately and the depreciable amount of the said component is allocated on a systematic basis to each accounting period during the useful life of the asset

In arriving at the depreciable amount, residual values considered are not more than 5% of the original cost of the asset. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

Leasehold improvements are amortised over a period of lease or useful life whichever is less.

Depreciation on assets acquired during the year is calculated on a pro-rata basis from the date of addition. Similarly, depreciation on assets sold, discarded, demolished or destroyed during the year is also calculated on a pro rata basis up to the date on which such asset has been sold, discarded, demolished or destroyed. Depreciable assets costing up to Rupees 5,000/- are depreciated fully in the year of acquisition.

c. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised either as profit or loss or as a change to other comprehensive income (herein after referred to as "OCI"). If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. An intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. Indefinite life intangibles mainly consist of brands/ trade mark/ Technical know-how etc. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues. If not, it is impaired or changed prospectively basis revised estimates.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The amortization expense on intangible assets is recognised in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Acquired intangible assets are amortized on a straight line basis over the useful lives of the intangible assets, as estimated by the management. Management estimate of useful life of Intangible assets are as follows:



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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

e. Impairment of assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in profit or loss section of the statement of profit and loss.

If, in a subsequent period, the amount of the impairment loss decrease and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the reversal of the previously recognised impairment loss is recognised in profit or loss section of the statement of profit and loss.

f. Fair value measurement

The Company measures financial instruments such as derivatives and certain non-financial assets such as biological assets, at fair value at each balance sheet date.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management of the Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and for non-recurring measurement, such as assets held for distribution in discontinued operations.

Independent external valuers are involved for valuation of derivative for hedge agreements. Criteria for selection of the independent external valuers include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the independent external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

g. Income Tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted for the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefits associated with the asset will be realised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

h. Government grants

Government grants are recognized by the company where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. Revenue grants are recognized in the statement of profit and loss in the same period, in which the related costs are incurred are accounted for.

Government grants related to assets are recognized / presented as deferred income, i.e., wherever the company receives capital grants towards asset acquisition, the grant received thereon are recognized as an income in the statement of profit and loss over the useful life of the asset.

i. Inventories

Inventories are valued at lower of cost and net realizable value (except as otherwise stated) on an item-by-item basis, as under:

Raw materials, packing materials, stores and spares:

Cost of inventory comprises all costs of purchase, duties and taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

present location and condition. Raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a first-in first-out formula.

Cost of oilseeds inventories is determined on quarterly moving weighted average basis.

Work-in-progress and finished goods:

Cost includes direct materials and costs of conversion in the form of Labour and a systematic allocation of fixed and variable production overheads. It also includes other costs which are incurred in bringing the inventories to their present location and condition. The allocation of fixed production overheads is based on normal capacity of production. Realisable value of pre-determined normal rate of scrap is deducted from the cost of inventories. However, cost of inventories neither includes abnormal amounts of wasted material nor any scrap realisations there from.

By products and scrap are recognised at their net realisable value.

For the production processes which result in more than one product being produced, costs of conversion are allocated between the joint products based on relative sales value of each product at the stage when the products become separately identifiable. Net realizable value of by-products as well as scrap is deducted from the cost of main product.

Stock-in-trade:

Cost includes cost of purchases, duties and taxes (other than those subsequently recoverable from authorities) and other costs which are incurred in bringing the inventories to their present location and condition. Cost is determined on a first-in first-out formula.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make sale.

j. Biological Assets

Biological assets include Poultry for live-stock breeding parent (Broiler and Layer), hatching eggs and live commercial birds (Broiler and Layer).

Biological assets, except breeder flocks and commercial layer birds are measured at fair value less cost to sell.

The valuation of the Breeder biological assets and commercial layer birds are determined on the following basis:

Birds are used for captive consumption or to support farmers, it is uncommon to be sold before the end of its useful life and as such, there is no active market for the Company's useful breeding stock and commercial layer birds. Other references to market prices such as market prices for similar assets are also not available due to the uniqueness of the breed. Valuation based on a discounted cash flow method is considered to be unreliable given the uncertainty with respect to mortality rates and production. Consequently, breeder flocks and commercial layer birds are measured at cost, less depreciation and impairment losses.

Breeder flocks are depreciated over the production cycle which is estimated to be ten to twelve months on average based on anticipated output month to month.

The fair value of the consumable biological assets is determined on the following basis:

The fair values of biological assets are level 3 fair values and are determined based on market prices or, where market prices are not available, by reference to sector benchmarks.

Level 1 inputs could not be used due to the unique breed used by the Company due to which identical products are not available in the market.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Level 2 inputs require adjustments to be made in quoted or unquoted prices available for similar products. The qualitative adjustments are highly subjective and may not show the true & fair picture. Hence, Level 2 inputs are ruled out from the selection criteria of valuation.

Gain and losses arising on the initial recognition of biological asset at fair value less estimated point of sale costs and from a change in fair value less estimated point-of-sale costs are recognised in the statement of profit and loss in the period in which they arise.

k. Investments and other financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss account.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the assets and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

- Fair value through other comprehensive income (FVOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- Fair value through profit or loss

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. Note 7.3 details how the Company assesses the impairment losses.

Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Whether the Company has not transferred substantially all risks and rewards of ownership of financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (Cash flow hedges).

The Company documents at the beginning of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in the cash flows of hedge items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months. It is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedge reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/ (losses).

When option contracts are used to hedge forecast transactions, the Company designates only the intrinsic value of the option contract as the hedging instrument. Gains or losses relating to the effective portion of the change in intrinsic value of the option contracts are recognised in the cash flow hedging reserve within equity. The changes in the fair value of the option contracts that relate the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When forward contracts are used to hedge forecast transactions, the Company designates the full change in the fair value of the forward contract (including forward points) as the hedging instrument. Gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedge item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any accumulated deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred cost of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/losses.

If the hedge ratio for risk management purpose is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedge item so that the hedge ratio aligns with the ratio used for risk management purpose. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of hedge relationship rebalancing.

I. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

m. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

n. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, cash deposit with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown in current liabilities in the balance sheet.

o. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent, there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has not extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

p. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expense recognised in the profit and loss account over the period of borrowing using effective interest method and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

q. Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) 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 a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

r. Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

s. Revenue recognition

The Ministry of Corporate Affairs has notified Ind AS 115—"Revenue from Contracts with Customers" effective for annual periods beginning on or after April 01, 2018.

Revenue from the contracts with customers is recognized on satisfaction of performance obligation, which occurs on transfer of promised goods or services to a customer i.e. at point in time, at an amount that reflects the consideration to which company is expected to be entitled to in exchange for those goods or services.

The performance obligations in our contract are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customers terms.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Interest Income

Interest income is recognised using effective interest method on time proportion basis taking in to account the amount outstanding.

Dividend income

Dividend income is recognised when the Company's right to receive is established by the reporting date, which is generally when shareholders approve the dividend.

t. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease, if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as a revenue in period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

The Company has decided to recognise operating lease as expense/ income on a straight-line basis since the management believes that straight-line method is more representative of the time pattern of the user's benefit.

u. Foreign currencies

The Company's financial statements are presented in Indian Rupees, which is also the Company's functional currency. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the "functional currency").

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

v. Employee benefits

Short term employee benefits

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

Post-employment benefits

Defined Contribution Plans:

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

Defined benefit plan

Gratuity

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The surplus or deficit arising in the defined benefit plan on the balance sheet date comprises of the total for each of the fair value of plan assets less the present value of the defined liabilities.

The cost of providing benefits under the defined benefit plan is determined based on independent actuarial valuation using the projected unit credit method. The gratuity liability is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, is based on the market yield on government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

The date of the plan amendment or curtailment, and

The date that the Group recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Other long term employee benefits:

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

w. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management of the company.

Identification of segments

The Company's management examines the Company's performance both from a product and geographic perspective. The Company's operating businesses are organised and managed separately according to the nature of products, with each segment representing a strategic unit that offers different products and serves different markets.

The analysis of the geographical segments is based on the areas in which major operating divisions of the Company operate. Revenues and receivables are specified by location of customers while other geographical information is specified by the location of the assets. Since all the assets are located in India and revenue from customers located out of India is less than 10% of total revenue, there are no reportable geographical segments.

Intersegment transfers

The Company accounts for intersegment sales on the basis of price charged for inter segments transfers.

Allocation of common costs

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

Unallocated items

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

Segment accounting policies

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

x. Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all diluted potential equity shares.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2.1 PROPERTY, PLANT AND EQUIPMENT

Measurement basis (Cost)

	(Rupees in Lakhs)								
	Freehold Land ^{1, 2 & 3}	Land Leasehold ^{1&3}	Buildings ^{1&3}	Plant and equipment	Furniture & fixtures	Vehicles	Office equipment	Electrical installation	Total
2018-19									
Gross Carrying Value:									
At the beginning of the year	7,962.10	330.07	27,133.17	24,445.85	1,004.10	1,937.51	1,201.24	5,736.45	69,750.49
Additions during the year	463.54	311.78	2,004.90	2,399.66	170.67	167.78	174.91	499.46	6,192.70
Disposals during the year	-	-	25.33	193.98	11.08	90.51	32.15	14.02	367.07
At the end of the year	8,425.64	641.85	29,112.74	26,651.53	1,163.69	2,014.78	1,344.00	6,221.89	75,576.12
Accumulated depreciation:									
At the beginning of the year	-	-	6,804.08	11,046.51	579.32	1,083.18	888.58	3,453.42	23,855.09
For the year	-	-	887.84	1,209.98	101.22	175.32	127.66	421.80	2,923.82
Disposals during the year	-	-	9.42	133.07	11.02	86.30	31.89	12.72	284.42
At the end of the year	7,682.50	641.85	12,123.42	669.52	1,172.20	984.35	3,862.50	26,494.49	
Net Carrying Value	8,425.64	641.85	21,430.24	14,528.11	494.17	842.58	359.65	2,359.39	49,081.63
2017-18									
Gross Carrying Value:									
At the beginning of the year	7,793.34	330.07	25,703.16	23,745.40	1,104.57	1,617.45	1,539.47	5,522.24	67,355.70
Additions during the year	168.76	-	1,460.17	785.51	124.12	377.92	144.90	289.05	3,350.43
Disposals during the year	-	-	30.16	85.06	224.59	57.86	483.13	74.84	955.64
At the end of the year	7,962.10	330.07	27,133.17	24,445.85	1,004.10	1,937.51	1,201.24	5,736.45	69,750.49
Accumulated depreciation:									
At the beginning of the year	-	-	6,002.53	9,922.42	629.41	975.61	1,221.55	3,082.64	21,834.16
For the year	-	-	827.28	1,172.91	117.10	157.98	123.54	407.08	2,805.89
Disposals during the year	-	-	25.73	48.82	167.19	50.41	456.51	36.30	784.96
At the end of the year	7,962.10	330.07	20,329.09	13,399.34	424.78	854.33	312.66	2,283.03	23,855.09
Net Carrying Value	7,962.10	330.07	20,329.09	13,399.34	424.78	854.33	312.66	2,283.03	45,895.40

Notes:

1 Gross carrying value includes land and building of Rupees 1,098.66 Lakhs (Previous year : Rupees 1,098.66 Lakhs) and Rupees 574.37 Lakhs (Previous year : Rupees 574.37 Lakhs) respectively for which title deed is yet to be executed as at 31st March 2019.

2 Includes freehold land with a book value of Rupees 98.68 Lakhs (Previous year : Rupees 98.68 Lakhs) which is jointly owned by the Company with the ownership right to the extent of twenty five percent.

3 Gross carrying value includes land and building of Rupees 5,486.10 Lakhs (Previous year : Rupees 6,339.21 Lakhs) and Rupees 20,491.12 Lakhs (Previous year : Rupees 20,874.62 Lakhs) respectively which are mortgaged as a security against various long term and short term facilities (Refer Note No. 5.1 and 6.1).

4 The Property, plant and Equipment includes assets given on operating lease mentioned in table below:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Venky's (India) Limited



(Rupees in Lakhs)

Description	Gross Carrying value			Depreciation			Net carrying value
	As at 1 st April 2018	Additions during the year ⁵	As at 31 st March 2019	As at 1 st April 2018	For the year	As at 31 st March 2019	
Freehold land ⁶	30.14	-	30.14	-	-	30.14	30.14
Buildings	746.47	43.57	790.04	387.39	19.16	406.55	383.49
Plant and equipment	570.56	8.95	579.51	350.87	19.94	370.81	208.70
Furniture & fixtures	16.52	-	16.52	16.45	-	16.45	0.07
Vehicles	4.00	-	4.00	4.00	-	4.00	0.07
Office equipment	15.85	-	15.85	15.52	-	15.52	0.33
Electrical installation	164.42	-	164.42	131.72	10.42	142.14	22.28
Total	1,547.96	52.52	1,600.48	905.95	49.52	955.47	642.01

Notes:

5 Leases entered into during the year.

6 This represents cost of land that corresponds to the buildings given on lease.

2.2 CAPITAL WORK IN PROGRESS

(Rupees in Lakhs)

Particulars	2018-19	2017-18		
			At the beginning of the year	Additions during the year
At the beginning of the year	1,742.80	834.16		
Additions during the year	10,947.72	4,241.81		
Interest capitalised	145.40	17.26		
Transfer to property, plant and equipment	6,192.70	3,350.43		
At the end of the year	6,643.22	1,742.80		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2.3 GOODWILL AND OTHER INTANGIBLE ASSETS

(Rupees in Lakhs)

	Goodwill ⁷	Other Intangible Assets			
		Computer software	Technical know how	License cost	Total
2018-19					
Gross Carrying Value:					
At the beginning of the year	1,584.68	249.23	-	-	249.23
Additions during the year	-	1.83	-	-	1.83
Disposals during the year	322.25	-	-	-	-
At the end of the year	1,262.43	251.06	-	-	251.06
Amortization/Impairment:					
At the beginning of the year	316.94	227.52	-	-	227.52
For the year ⁸	257.80	11.14	-	-	11.14
Disposals during the year	322.25	-	-	-	-
At the end of the year	252.49	238.66	-	-	238.66
Net Carrying Value	1,009.94	12.40	-	-	12.40
2017-18					
Gross Carrying Value:					
At the beginning of the year	1,584.68	223.00	49.24	33.71	305.95
Additions during the year	-	26.23	-	-	26.23
Disposals during the year	-	-	49.24	33.71	82.95
At the end of the year	1,584.68	249.23	-	-	249.23
Amortization/Impairment:					
At the beginning of the year	316.94	220.11	49.24	33.71	303.06
For the year	-	7.41	-	-	7.41
Disposals during the year	-	-	49.24	33.71	82.95
At the end of the year	316.94	227.52	-	-	227.52
Net Carrying Value	1,267.74	21.71	-	-	21.71

Notes:

- 7 The Company test Goodwill impairment at the end of each reporting period annually.
- Net carrying value of Goodwill of Rs. 1,009.94 Lakhs relates to the acquisition of North based poultry from Venkateshwara Hatcheries Private Limited in March 2014 situated at Naraingarh - Haryana and Nalagarh - Himachal Pradesh. These divisions are engaged in the production of commercial layer chicks.
- The recoverable amount of each CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management, which include assumptions on profit before interest and tax, depreciation, working capital movements and capital maintenance expenditure.
- Cash flows have been forecasted to grow at 8%. Cash flows beyond a five-year period are extrapolated using the estimated growth rates stated below.

Key assumptions used in the goodwill impairment test:

Discount rate (%)	Perpetuity growth rate (%)	Period (years)
12%	3%	5

The perpetuity growth rate is consistent with long-term industry growth forecasts.

The discount rate reflects specific risks relating to the CGU.

No impairment was required in the current year.

Sensitivity analysis of assumptions used in the goodwill impairment test:

Discount rate - (%) -1%	Perpetuity growth rate - (%) -1%	Cash flow growth rate - (%) -1%
- Impairment (Rs) _Nil	- Impairment (Rs) _Nil	- Impairment (Rs) _Nil

- 8 During the year, the company has discontinued its packaging activity situated at Ludhiyana, Punjab. Accordingly, net carrying value of Goodwill amounting to Rs. 257.80 Lakhs has been impaired.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
2.4 LOANS		
(Unsecured, considered good)		
Loans and advances to employees	17.77	19.30
Total	17.77	19.30
2.5 OTHER FINANCIAL ASSETS		
Security deposits for utilities and premises		
Considered good ⁹	1,395.74	723.44
Considered doubtful	11.42	11.42
	1,407.16	734.86
Less: Provision for impairment	11.42	11.42
	1,395.74	723.44
Derivative instruments ¹¹	389.41	395.32
Deposits held as margin money against guarantees ¹²	6.45	1.56
Interest accrued but not due	-	0.25
Other receivables ^{9&10}	5,500.00	-
Total	7,291.60	1,120.57

Notes:

9 Include deposits and other receivables to

Private companies in which some of the directors of the Company are directors/members

- Venkateshwara Hatcheries Private Limited
(Holding Company)

6,350.82

155.73

10 The amount of Rs. 7,100.00 Lakhs (Including Rs. 1,600.00 Lakhs shown as current) is the outstanding amount out of total amount of Rs. 10,100.00 Lakhs advance given to holding Company for purchase of land. The arrangement was terminated mutually and the holding company has already paid an amount of Rs. 500.00 Lakhs along with interest @12.00% p.a. and the remaining amount will be paid in instalments as per the MoU with the said interest.

11 As per valuation carried out by an independent valuer.

12 Represents restricted bank balances against guarantees.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2019	(Rupees in Lakhs)	As at 31 st March, 2018
2.6 OTHER NON CURRENT ASSETS (Unsecured, considered good except as otherwise stated)			
Capital advances			
Considered good ¹³	670.56	10,816.24	
Considered doubtful	17.21	17.21	
	687.77	10,833.45	
Less: Provision for impairment	17.21	17.21	
	670.56	10,816.24	
Other advances			
Payments under protest	752.82	1,640.47	
Government subsidy receivable ¹⁴	686.47	644.16	
Balances with Government authorities	15.40	15.40	
	Total	2,125.25	13,116.27
Notes:			
13 Private companies in which some of the directors of the Company are directors/members			
- Venkateshwara Hatcheries Private Limited (Holding Company)	-	10,100.00	
14 The Company believes that all the conditions attached to the government grants received by the Company are complied with and there are no unfulfilled conditions or other contingencies attaching to these grants.			
3.1 INVENTORIES¹⁵ (Valued at lower of cost and Net Realisable Value)			
Raw materials and packing materials	16,302.20	10,374.49	
Raw material in transit	-	27.34	
Work-in-progress	729.54	1,088.82	
Finished goods	2,000.36	1,796.54	
Stock-in-trade	876.45	1,988.27	
Stock-in-trade in transit	222.51	197.77	
Stores and spares	752.90	746.91	
	Total	20,883.96	16,220.14
Carrying value of inventory written down to NRV	-	-	
Amount expensed as write-down to NRV	-	-	

Notes:

- 15 All the inventories are hypothecated for various long term and short term facilities taken by the Company (Refer Note No. 5.1 and 6.1).



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
3.2 BIOLOGICAL ASSETS ¹⁶		
Bearer and consumable biological assets		
Poultry for livestock breeding	9,811.59	7,729.55
Commercial layer birds	1,028.65	493.55
Hatching eggs	3,688.58	2,338.82
Commercial broiler birds	4,002.13	2,976.95
Agricultural produce		
S.P.F. Eggs	30.60	74.92
Total	18,561.55	13,613.79

Notes:

- 16 All the biological assets are hypothecated for various long term and short term facilities taken by the Company (Refer Note No. 5.1 and 6.1).

Reconciliation of changes in the carrying amount of biological assets:

(Rupees in Lakhs)

	2018-19	2017-18
a. Measurement basis: (Cost)		
Poultry for livestock breeding		
At the beginning of the year	7,729.55	6,607.96
Gains arising from cost inputs	12,695.42	10,000.02
Decrease due to accumulated depreciation	(10,613.38)	(8,878.43)
At the end of the year	9,811.59	7,729.55
Commercial layer birds		
At the beginning of the year	493.55	129.69
Gains arising from cost inputs	5,336.18	1,697.31
Decrease attributable to sales	(4,801.08)	(1,333.45)
At the end of the year	1,028.65	493.55

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	As at 31 st March, 2019	As at 31 st March, 2018
b. Measurement basis: (Fair value less cost to sell)			
Hatching eggs			
At the beginning of the year	2,338.82	3,215.86	
Gains arising from cost inputs	28,561.53	21,720.11	
Decrease due to harvest/sale	(28,359.28)	(23,063.25)	
Fair value adjustment recorded in the statement of profit and loss	1,147.51	466.10	
At the end of the year	<u>3,688.58</u>	<u>2,338.82</u>	
Commercial broiler birds			
At the beginning of the year	2,976.95	3,168.11	
Gains arising from cost inputs	54,228.07	54,841.10	
Decrease due to harvest/sale	(53,950.37)	(55,040.14)	
Fair value adjustment recorded in the statement of profit and loss	747.48	7.88	
At the end of the year	<u>4,002.13</u>	<u>2,976.95</u>	
NON-FINANCIAL MEASURES OF PHYSICAL QUANTITIES OF BIOLOGICAL ASSETS			
Biological assets at the end of the period			
Poultry for livestock breeding Nos	2,172,819	1,776,851	
Commercial layer birds Nos	938,368	678,731	
Hatching eggs Nos	22,668,936	17,379,906	
Commercial broiler birds Nos	5,182,261	5,259,697	
Output of agricultural produce during the year			
S.P.F. eggs Nos	9,648,980	8,656,605	
Grownup commercial broiler Kgs	87,272,456	84,340,744	



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

3.3 CURRENT INVESTMENTS

	As at 31 st March, 2019	As at 31 st March, 2018	Particulars (No. of Units)		As at 31 st March, 2019	As at 31 st March, 2018
UNQUOTED INVESTMENTS IN MUTUAL FUNDS (At fair value through profit and loss)						
HDFC Mutual Fund						
16,794						
-	HDFC Liquid Fund Regular - Growth (Units of face value of Rs. 3,000/- each)				614.72	-
			Total		614.72	-
					<hr/> <hr/>	<hr/> <hr/>
Aggregate amount of un-quoted investments						
Aggregate amount of impairment in the value of investments						
					-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
3.4 TRADE RECEIVABLES (Unsecured)		
Considered good ¹⁷	30,554.92	29,542.74
Considered doubtful	628.53	557.72
	31,183.45	30,100.46
Less: Provision for impairment	628.53	557.72
	30,554.92	29,542.74
The movement in provision for impairment is as follows		
Balance at the beginning of the year	557.72	702.24
Change in provision for impairment during the year	99.58	20.15
Trade receivables written off during the year	(28.77)	(164.67)
Balance at the end of the year	628.53	557.72
Notes:		
17 Include dues from		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (Holding Company)	14,283.05	14,504.50
- Bala Industries & Entertainment Private Limited	4.15	655.75
- Uttara Foods & Feeds Private Limited	7,918.64	6,669.13
- Venkateshwara Biofeed Private Limited	495.88	138.87
(b) Firms in which some of the directors of the Company are partners		
- Venkateshwara Foods and Feeds	1,879.78	840.43



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	As at 31 st March, 2019	As at 31 st March, 2018
3.5 CASH AND CASH EQUIVALENTS			
Balances with banks in:			
- Current accounts	148.05	257.54	
- Deposit accounts with original maturity of less than three months	3.03	-	
- Unclaimed dividend accounts ¹⁸	143.05	117.03	
- Unclaimed fractional shares account ¹⁸	3.80	3.83	
Cheques, drafts on hand	492.85	418.81	
Cash on hand	139.47	111.32	
Total	930.25	908.53	
Notes:			
18 Balances in these accounts can be utilised towards settlement of unclaimed dividends and fractional shares only.			
3.6 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS			
Deposits with original maturity of more than three months and less than twelve months ¹⁹	14,387.79	14,383.03	
Deposits held as margin money against guarantees ²⁰	72.16	73.39	
Total	14,459.95	14,456.42	

Notes:

19 Bank deposits represent restricted bank balances amounting to Rs. 14,387.79 (previous year Rs. 14,383.03) which are under lien for loan taken by group companies. The Company has received letter of Indemnity from the group companies against the same.

20 Represents restricted bank balances against guarantees.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	As at 31 st March, 2019	As at 31 st March, 2018
3.7 LOANS (Unsecured, considered good except as otherwise stated)			
Inter-corporate deposits to related parties ²¹		-	2,388.75
Loans and advances to employees			
Considered good	118.20	117.55	
Considered doubtful	15.24	15.24	
	<hr/>	<hr/>	
Less: Provision for impairment	15.24	15.24	
	<hr/>	<hr/>	
	118.20	117.55	
	<hr/>	<hr/>	
Total	118.20	2,506.30	
	<hr/>	<hr/>	
Notes:			
21 Includes due from			
(a) Private companies in which some of the directors of the Company are directors/members			
- Venkateshwara Hatcheries Private Limited (Holding Company)	-	2,388.75	
3.8 OTHER FINANCIAL ASSETS			
Security deposits for utilities and premises	9.86	38.10	
Derivative instruments ²²	-	974.76	
Other receivables ^{23&10}	1,640.00	40.00	
Interest accrued but not due	102.30	107.07	
	<hr/>	<hr/>	
Total	1,752.16	1,159.93	
	<hr/>	<hr/>	
Notes:			
22 As per valuation carried out by an independent valuer.			
23 Private companies in which some of the directors of the Company are directors/members			
- Venkateshwara Hatcheries Private Limited (Holding Company)	1,600.00	-	



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2019	(Rupees in Lakhs)	As at 31 st March, 2018
3.9 OTHER CURRENT ASSETS			
(Unsecured, considered good except as otherwise stated)			
Other loans and advances			
Advances to suppliers			
Considered good	320.67	285.60	
Considered doubtful	2.45	2.45	
	<u>323.12</u>	<u>288.05</u>	
Less: Provision for doubtful advances	2.45	2.45	
	<u>320.67</u>	<u>285.60</u>	
Prepayments	715.68	403.69	
Balances with Government authorities	0.02	3.51	
Other receivables ²⁴	122.76	281.98	
	<u>1,159.13</u>	<u>974.78</u>	
Notes:			
24 Include dues from			
Firms in which some of the directors of the Company are partners			
- Venkateshwara Foods and Feeds	77.69	77.69	
4.1 EQUITY SHARE CAPITAL			
AUTHORISED			
15,000,000 (Previous year 15,000,000) equity shares of Rs. 10/- each	1,500.00	1,500.00	
1,000,000 (Previous year 1,000,000) preference shares of Rs. 100/- each	<u>1,000.00</u>	<u>1,000.00</u>	
ISSUED, SUBSCRIBED AND PAID-UP			
14,087,336 (Previous year 14,087,336) equity shares of Rs. 10/- each fully paid up	1,408.74	1,408.74	
	<u>1,408.74</u>	<u>1,408.74</u>	

Forfeited equity shares pending re-issue 5,715 (Previous year 5,715)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	As at 31 st March, 2019	As at 31 st March, 2018
(a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year:			
Number of shares outstanding at the beginning of the year	14,087,336	14,087,336	
Additions during the year	-	-	
Deductions during the year	-	-	
Number of shares outstanding at the end of the year	14,087,336	14,087,336	
(b) Terms, rights and restrictions attached to equity shares :			
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one shareholder is entitled to one vote. The Company declares and pays dividend in Indian Rupees.			
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholdings.			
(c) Shares held by holding/ultimate Holding Company and/or their subsidiaries/associates:			
Holding Company			
Venkateshwara Hatcheries Private Limited Nos	7,186,914	7,186,914	
(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:			
Venkateshwara Hatcheries Private Limited Nos	7,186,914	7,186,914	
% of holding	51.02%	51.02%	
(e) There are no shares reserved for issue under options or contracts/commitments for the sale of shares/ disinvestment as at 31 March 2019 and 31 March 2018.			
(f) The Company has allotted fully paid up 4,695,779 bonus shares during the year 2015-16 ranking pari passu with the existing shares in the company without payment being received in cash.			
(g) The Company has neither allotted any shares as fully paid up pursuant to contracts without payments being received in cash nor bought back any shares for the period of five years immediately preceding 31 March 2019 and 31 March 2018.			
(h) The Company does not have any securities convertible into equity or preference shares as at 31 March 2019 and 31 March, 2018.			
(i) The Board of Directors, in it's meeting on 10 May 2019, proposed final dividend of Rs. 8/- per equity share. The total dividend appropriation for the year ended 31 March 2019 amounts to Rs. 1,358.65 Lakhs including dividend distribution tax of Rs. 231.66 Lakhs. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.			
(j) For the year ended 31 March 2018, the amount of per share dividend recognized as distribution to equity shareholders was Rs. 8/- towards final dividend. The total dividend appropriation for the year ended 31 March 2018 amounted to Rs. 1,358.65 Lakhs including dividend distribution tax of Rs. 231.66 Lakhs.			
(k) The Company does not have any unpaid calls as at 31 March 2019 and 31 March 2018.			



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2019	(Rupees in Lakhs)	As at 31 st March, 2018
4.2 OTHER EQUITY			
Capital reserves			
Profit on reissue of forfeited shares and debentures	1.64	1.64	
Amalgamation reserve	75.95	75.95	
	(a)	77.59	77.59
General reserve			
Opening balance	39,830.83	34,830.83	
Transferred from surplus in the Statement of Profit and Loss	5,000.00	5,000.00	
	(b)	44,830.83	39,830.83
Retained earnings			
Opening balance	30,858.53	16,849.36	
Net profit for the year	17,414.07	19,971.17	
Transferred from Other comprehensive Income	(80.49)	55.31	
Balance available for appropriations	48,192.11	36,875.84	
Less: Appropriations			
Transferred to general reserve	5,000.00	5,000.00	
Final dividend	1,126.99	845.24	
Dividend distribution tax	231.66	172.07	
Total appropriations	6,358.65	6,017.31	
Net surplus in the Statement of Profit and Loss (c)	41,833.46	30,858.53	
Cash Flow Hedge Reserve			
Opening balance	(59.77)	(62.35)	
Transferred from Other comprehensive Income	58.38	2.58	
	(d)	(1.39)	(59.77)
Total (a+b+c+d)	86,740.49		70,707.18

Nature and purpose of reserves

(a) Capital Reserves:

Amount received on reissue of forfeited shares and debentures is treated as capital reserve.

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

(b) General Reserve:

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

general reserve is not required under the Companies Act, 2013. However, the Company has voluntarily transferred an amount of Rs. 5,000.00 Lakhs (Previous year Rs. 5,000.00 Lakhs) to general reserve.

(c) Retained Earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(d) Re-measurement gains / (losses) on defined benefit plans:

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

(e) Cash flow Hedge Reserve:

The fair value change of the effective portion of the hedge agreements entered with bankers measured at fair value through other comprehensive income is recognised in effective portion of cash flow hedge reserve.

	(Rupees in Lakhs)	
	As at 31 st March, 2019	As at 31 st March, 2018
5.1 BORROWINGS		
Secured		
Term loans From banks ²⁵		
Rupee loan	2,792.18	5,064.44
External commercial borrowings [#]	3,164.17	8,720.18
Rupee Term loans from other parties		
Non Banking Financial Companies (NBFC)	1,865.43	3,967.90
	<hr/> 7,821.78	<hr/> 17,752.52
Less: Current maturities of term loans (Refer Note No. 6.3)	3,828.57	10,366.24
Total	<u>3,993.21</u>	<u>7,386.28</u>

External Commercial borrowings ('ECBs') are fully hedged. As a result, actual cash outflows towards repayments of ECBs are expected to be Rs. 2,767.96 Lakhs.

25 Details of securities and terms of repayments:

(i) **Rupee loan-I (Secured) :**

Rupee term loan from IDBI Bank Limited amounting to Rs. Nil outstanding as at 31 March 2019 (previous year Rs. 555.56 Lakhs) carried an interest rate of sum of bank borrowing rate (BBR) as increased by 150 basis points per annum. The loan is repaid in 54 equal monthly instalments commencing from 1 April 2014. The loan was secured by way of second charge on movable fixed assets of the Company in form of plant & machinery, electrical installations, vehicles, furniture & fixtures, office equipment, etc. and on the entire current assets of the Company.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) **Rupee loan- II (Secured) :**

Rupee term loan from State Bank of India amounting to Rs. 620.36 Lakhs outstanding as at 31 March, 2019 (previous year Rs. 3,745.36 Lakhs) carries an interest rate of 1.75% above 1Y MCLR. Present applicable rate is 10.25% per annum. The loan is repayable in 19 quarterly instalments commencing from June, 2015. The loan is secured by way of hypothecation on moveable assets of the Company situated at Packaging Division, Gadapur, PO Jodhewal, Basti and hypothecation on moveable assets and mortgage of immovable properties situated at (a) Morwadi, Kikwi, Bhor, Pune. (b) AHP and Feed Mill, Osade, Velhe, Pune. (c) Sountli, PO Shahzadpur, Tehsil Naraingarh, District Ambala, State Haryana, (d) Patvi, Tehsil Naraingarh, District Ambala, State Haryana. (e) Dhamouli/Patheri, Tehsil Naraingarh, District Ambala, State Haryana. (f) Dikadala and Jorasi, Tehsil Samalakha, District Panipat, Haryana. (g) Larsauli, Tehsil Ganapur, District Sonepat, State Haryana. (h) Srini, Naugaon, Pargana Pachwa doon, District Dehradun, State Uttarakhand.

(iii) **Rupee loan - III (Secured) :**

Rupee term loan from IFCI Ltd amounting to Rs. 1,869.64 Lakhs outstanding as at 31 March 2019 (previous year Rs. Rs. 3,116.07 Lakhs) carries an interest rate of 0.8% above Base Rate. Present applicable rate is 11.80%- per annum. The loan is repayable in 7 equal half yearly instalments starting from end of 24th month. The loan is secured by way of an exclusive first charge by way of hypothecation of borrower's all movable assets and mortgage over immovable properties situated at following locations:(a) IID centre, Govindnagar, Distt Kathua (b)Village Lohagaon, Taluka Haveli, Pune (c)Village Khopodi, Taluka Daund, District Pune (d) Village Mogar and Village Vadod, Tal Anand, Gujarat. (e) Village Bhandgaon, Taluka Daund, District Pune. (f) Village Salambre, Taluka Maval, District Pune. The loan is backed by continuing corporate guarantee provided by Venkateshwara Hatcheries Private Limited - the Holding Company.

(iv) **Rupee loan - IV (Secured) :**

Rupee Term Loan from Mahindra and Mahindra Financial Services Limited amounting to Rs. Nil outstanding as at 31 March 2019 (previous year Rs. 864.84 Lakhs) carries an interest rate of 3.20% above SBI Base rate. The loan was repayable in 48 equated monthly instalments starting from date of disbursement. The loan was secured by way of an exclusive first charge by way of mortgage of land and building and hypothecation of machinery, including machinery spares, tools and accessories, electrical installation and fixtures situated at (a) Plot no. E-256, Phase 8-B, Sector 74, SAS Nagar Mohali, Punjab, (b) Commercial Shop no.15, Ground Floor white square S.No.42/1,49/3,48/4, Vill. Wakad, Hinjewadi Road, Tal: Mulshi, Dist.: Pune. (c) Commercial Shop No.13,14,15, Ground Floor, Girme Heights, S.No. 62, Hissa no. 12, Salunkhe Vihar Road, Wanawadi, Pune. (d) S.No. 320/3, 321/3, 321/4, off- Indore-Ujjain Highway, Vill Rajoda, Teh - Sanwer, Dist. Indore. The loan was backed by continuing corporate guarantee provided by Venkateshwara Hatcheries Private Limited - the Holding Company.

(v) **Rupee loan - V (Secured) :**

Rupee term loan from State Bank of India amounting to Rupees 2,205.97 lakhs outstanding as at 31 March 2019 (previous year Rs. 820.25 Lakhs) carries an interest rate of 1.75% above 1Y MCLR. Present applicable rate is 10.25% per annum. The loan is repayable in 20 quarterly instalments commencing from April 2019. The loan is secured by way of an exclusive charge by way of hypothecation on moveable assets i.e. plant and machinery and equitable mortgage on land and building situated at GAT No. 23,24/1, 24/2,24/3,24/4,26 of Village Bondri, Gat No. 20,21/1 of Village Pimploshi, Gat No. 77,79/1,80,84 of Village Ker, Taluka Patan Dist. Satara.

(vi) **External commercial borrowings - I (Secured):**

The Company has availed external commercial borrowings (ECB -I) from ICICI Bank Limited amounting to Rupees Nil outstanding as at 31 March, 2019 (previous year Rs. 4,247.75 Lakhs) into two

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

tranches for financing its expansion plans. ECB-I was repayable in 11 half yearly predetermined instalments commencing from 3rd April, 2013 and was denominated in US\$. It carried an interest rate of 6 month USD LIBOR plus 4.5 percent per annum. Taking the currency risks in the cash flows arising out of fluctuations of USD LIBOR rates and also the currency fluctuations, the Company had entered into hedge agreements with its bankers. Further, the repayment of said liability in respect of the said loan was also fixed at predetermined exchange rate pursuant to the hedge agreements. The said loan was secured by an exclusive mortgage of land, building and immovable plant and machinery at processing plant situated at Baur Kamshet, Pune, Feed Mill and Oilseed plant at Solapur, poultry farm at Village Bhigwan and SPF Plant at Pasure Bhor.

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

The Company has availed external commercial borrowings (ECB - II) from ICICI Bank Limited amounting to Rs. 3,164.17 Lakhs outstanding as at 31 March, 2019 (previous year Rs. 4,472.43 Lakhs) for financing it's expansion plans. ECB-II is repayable in 11 half yearly predetermined instalments commencing from 5th August, 2015 and is denominated in US\$. It carries an interest rate of 6 month USD LIBOR plus 4.25 percent per annum. Taking the currency risks in the cash flows arising out of fluctuations of USD LIBOR rates and also the currency fluctuations, the Company has entered into hedge agreements with its bankers. Further, the repayment of said liability in respect of the ECB - II is also fixed at predetermined exchange rate pursuant to the hedge agreements subject to caps. ECB - II is secured by an exclusive charge on the properties of the Company situated at Village Tondal, Taluka Purandar, District Pune, Nanded property and at Village Kouthadi, Taluka Daund, District Pune and extension of charge on land and buildings at Khadki and processing plant situated at Village Baur, Kamshet already charged to ICICI Bank Limited. Further, ECB- II is secured by an exclusive hypothecation of all future moveable assets of the company acquired/to be acquired from the loan facilities extended by the bank.

Outstanding amounts mentioned in the above notes are based on contractual undiscounted payments.

There is no amount in respect of default of repayment of borrowings and interest as at 31 March 2019 and 31 March 2018.

	As at 31 st March, 2019	As at 31 st March, 2018
5.2 OTHER FINANCIAL LIABILITIES		
Security deposits	86.10	27.25
Total	86.10	27.25
5.3 PROVISIONS		
Provision for employee benefits (Refer Note No. 11)		
- Compensated absences	1,186.20	1,038.00
Total	1,186.20	1,038.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2019	(Rupees in Lakhs)	As at 31 st March, 2018
5.4 DEFERRED TAX LIABILITIES (NET)			
Deferred tax liabilities			
Depreciation/Amortisation	4,216.04	3,861.84	
Others	155.48	469.71	
	(a)	4,371.52	4,331.55
Deferred tax assets			
Employee benefits	526.12	520.20	
Provision for credit impaired debts and advances	232.67	211.07	
Cash flow hedges	0.74	31.94	
Others	89.13	43.90	
	(b)	848.66	807.11
Deferred tax liabilities (net)	Total (a-b)	3,522.86	3,524.44
5.5 OTHER NON CURRENT LIABILITIES			
Deferred Income on account of Government grants			
Opening balance	29.95	32.94	
Less: Amortized in statement of profit and loss	2.99	2.99	
	Total	26.96	29.95
6.1 BORROWINGS			
Secured²⁶			
Loans repayable on demand from banks -	4,707.83	2,863.21	
Cash credit facilities			
Others - from banks - Short-term loans	11,631.99	13,426.33	
Unsecured			
From banks - working capital facilities	2,600.00	1,000.00	
	Total	18,939.82	17,289.54

Notes:

26 Details of securities and guarantees

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

The cash credit facilities except cash credit taken from ICICI Bank are secured by way of first charge on the entire current assets of the Company on pari passu basis. Cash credit facilities from ICICI Bank is secured by an extension of charge on land and buildings located at (a) Village Dikadla, Tehsil Samalkha, Dist. Panipat, State Haryana, (b) Plot No.55, Sansarpur

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

terrace, Dist. Kangra, State Himachal Pradesh, (c) Village Laider, Tehsil Bara, District Allahabad, State Uttar Pradesh, (d) Processing Plant at Baur Kamshet, Pune, (e) Feed Mill and Oilseed Plant at Solapur, (f) Poultry farm at Village Bhigwan and (g) SPF Plant at Pasure Bhor and by way of hypothecation of movable fixed assets acquired/ to be acquired out of Rupee term loan and external commercial borrowings obtained from ICICI Bank Limited at these locations.

(ii) Short term loans :

- a. The short-term loan from State Bank of India amounting to Rs. 6,300.00 Lakhs outstanding as at 31 March 2019 (Previous year Rs. 4,800.00 Lakhs) is secured by way of hypothecation of first charge on the entire current assets of the company on pari passu basis.
- b. The short-term loan from IDBI Limited amounting to Rs. 1,600.00 Lakhs outstanding as at 31 March 2019 (Previous year Rs. 1,000.00 Lakhs) is secured by way of hypothecation of first charge on the entire current assets of the company on pari passu basis.
- c. The short-term loan from HDFC Limited amounting to Rs. 1,800.00 Lakhs outstanding as at 31 March 2019 (Previous year Rs. 2,500.00 Lakhs) is secured by way of hypothecation of first charge on the entire current assets of the company on pari passu basis.
- d. The short-term loan from ICICI Bank Limited amounting to Rs. Nil outstanding as at 31 March, 2019 (previous year Rs. 4,500.00 Lakhs) is secured by an extension of charge on land and buildings located at (a) Village Dikadla, Tehsil Samalkha, Dist. Panipat, State Haryana, (b) Plot No.55, Sansarpur terrace, Dist. Kangra, State Himachal Pradesh, (c) Village Laider, Tehsil Bara, District Allahabad, State Uttar Pradesh, (d) Processing Plant at Baur Kamshet, Pune, (e) Feed Mill and Oilseed Plant at Solapur, (f) Poultry farm at Village Bhigwan and (g) SPF Plant at Pasure Bhor and by way of hypothecation of movable fixed assets acquired/ to be acquired out of Rupee term loan and external commercial borrowings obtained from ICICI Bank Limited at these locations.
- e. The short-term loan from Axis Bank Limited amounting to Rs. 1,931.99 Lakhs outstanding as at 31 March 2019 (previous year Rs. 626.32 Lakhs) is secured by an exclusive charge by way of hypothecation of plant and machinery and mortgage of land and buildings of the Mouje Kondiwade Taluka Maval Dist Pune and Mouje Boriandi Taluka Daund, Distt. Pune.

There is no amount in respect of default of repayment of borrowings and interest as at 31 March 2019 and 31 March 2018.

	(Rupees in Lakhs)	
	As at 31 st March, 2019	As at 31 st March, 2018
Total outstanding dues of micro enterprises and small enterprises ²⁷	197.58	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	27,861.27	22,747.63
Total	28,058.85	22,747.63

Notes:

- 27 Based on the confirmations received from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the Company has provided the disclosures relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act. This information has been relied upon by the auditor.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	2018-19	2017-18
1 the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	197.58	NIL
2 the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
3 the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
4 the amount of interest accrued and remaining unpaid at the end of each accounting year;	NIL	NIL
5 the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

(Rupees in Lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
6.3 OTHER FINANCIAL LIABILITIES		
Current maturities of long-term debt (Refer note no 5.1)	3,828.57	10,366.24
Interest accrued but not due	179.48	541.13
Unclaimed dividends ²⁸	143.05	117.03
Unclaimed fractional shares proceeds ²⁸	3.80	3.83
Security deposits	73.12	189.26
Payable against capital goods	1,036.96	316.88
Total	5,264.98	11,534.37

Notes:

- 28 There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31 March 2019.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	As at 31 st March, 2019	As at 31 st March, 2018
6.4 OTHER CURRENT LIABILITIES			
Revenue received in advance	52.29	21.26	
Credit balances in customer accounts	4,808.30	5,150.80	
Statutory dues ²⁹	797.18	652.27	
Total	5,657.77	5,824.33	
Notes:			
29 Statutory dues as at 31 March 2019 include stamp duty payable of Rupees 88.49 lakhs (previous year Rupees 88.49 Lakhs) on land and building for which registration of title deed is yet to be executed.			
6.5 PROVISIONS			
Provision for employee benefits (Refer Note No. 11)			
Compensated absences	153.52	147.12	
Gratuity	176.46	249.38	
Total	329.98	396.50	
6.6 INCOME TAX LIABILITY /(ASSET) (NET)			
Details of income tax liabilities and assets :			
Current income tax liabilities	516.90	1,205.07	
Less: Income tax assets	516.21	552.86	
Net current income tax liability at the end	0.69	652.21	
The gross movement in the current income tax liabilities /(assets)			
Net current income tax liability/(assets) at the beginning	652.21	316.49	
Current income tax expense	9,950.00	11,275.00	
Tax adjustment in respect of earlier period	277.70	1,996.45	
Interest payable on income tax	162.52	437.47	
Income tax paid during the year	(11,041.74)	(13,373.20)	
Net current income tax liability at the end	0.69	652.21	



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2019	(Rupees in Lakhs)	As at 31 st March, 2018
7.1 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)			
Contingent liabilities			
Claims against the company not acknowledged as debt;			
Income-tax matters in dispute	-	15.34	
Sales tax demands in dispute	194.23	761.70	
Electricity demands in dispute	252.48	252.48	
Labour wages in dispute	32.64	63.92	
Excise duty in dispute	1,235.71	1,248.19	
Customs duty in dispute	40.36	937.05	
Others demands in dispute	42.35	8.87	
Notes:			
The Company is subject to legal proceedings and claims, which have arisen during the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions.			
Against the aforesaid contingent liabilities, the Company has paid an amount of Rs. 752.82 Lakhs (Previous year Rs. 1,640.47 Lakhs) under protest. The payment under protest is shown under other non current assets. (Refer Note No. 2.6)			
Commitments			
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1,732.01	2,628.31	
(ii) Other commitments			
Hedge agreements to buy US\$ - ECB - I			
Hedge of external commercial borrowings principal repayment			
In Lakhs (US\$)	-	65.18	
(Rupees in Lakhs)	-	4,247.75	
Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 12% and receive a variable interest @ 6 months USD LIBOR and applicable margin.			
Notional amount	In Lakhs (US\$)	59.25	
	(Rupees in Lakhs)	3,861.59	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lakhs)	
		As at 31 st March, 2019	As at 31 st March, 2018
Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 12.60% and receive a variable interest @ 6 months USD LIBOR and applicable margin.			
Notional amount	In Lakhs (US\$) (Rupees in Lakhs)	-	5.93 386.16
Hedge agreements to buy US\$ - ECB - II			
Hedge of external commercial borrowings principal repayment			
Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 7.50% and receive a variable interest @ 6 months USD LIBOR and applicable margin			
Notional amount	In Lakhs (US\$) (Rupees in Lakhs)	45.75 3,164.17	68.63 4,472.43



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

7.2 FINANCIAL INSTRUMENTS

(Rupees in Lakhs)

The carrying value and the fair value of financial instruments by categories as at 31 March 2019

Particulars	Amortized cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
-Cash and cash equivalents (refer note 3.5)	930.25	-	-	-	-	930.25	930.25
-Investments (refer note 3.3) - in mutual funds	-	-	614.72	-	-	614.72	614.72
-Trade receivables (refer note 3.4)	30,554.92	-	-	-	-	30,554.92	30,554.92
-Bank balances other than cash and cash equivalents (refer note 3.6)	14,459.95	-	-	-	-	14,459.95	14,459.95
-Loans (refer note 2.4 & 3.7)	135.97	-	-	-	-	135.97	135.97
-Other financial assets (refer note 2.5 and 3.8)	8,615.83	-	419.61	-	8.32	9,043.76	9,043.76
Total	54,696.92	-	1,034.33	-	8.32	55,739.57	55,739.57
Liabilities							
-Trade payables (refer note 6.2)	28,058.85	-	-	-	-	28,058.85	28,058.85
-Borrowings*(refer note 5.1 & 6.1)	26,761.60	-	-	-	-	26,761.60	26,761.60
-Other financial liabilities* (refer note 5.2 & 6.3)	1,522.51	-	-	-	-	1,522.51	1,522.51
Total	56,342.96	-	-	-	-	56,342.96	56,342.96

* Current maturity of long term debts are presented under other financial liabilities are added to borrowings.

The carrying value and the fair value of financial instruments by categories as at 31 March 2018

Particulars	Amortized cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
-Cash and cash equivalents (refer note 3.5)	908.53	-	-	-	-	908.53	908.53
-Investments (refer note 3.3) - in mutual funds	-	-	-	-	-	-	-
-Trade receivables (refer note 3.4)	29,542.74	-	-	-	-	29,542.74	29,542.74
-Bank balances other than cash and cash equivalents (refer note 3.6)	14,456.42	-	-	-	-	14,456.42	14,456.42
-Loans (refer note 2.4 & 3.7)	2,525.60	-	-	-	-	2,525.60	2,525.60
-Other financial assets (refer note 2.5 and 3.8)	807.30	-	520.45	-	952.75	2,280.50	2,280.50
Total	48,240.59	-	520.45	-	952.75	49,713.79	49,713.79
Liabilities							
-Trade payables (refer note 6.2)	22,747.63	-	-	-	-	22,747.63	22,747.63
-Borrowings*(refer note 5.1 & 6.1)	35,042.06	-	-	-	-	35,042.06	35,042.06
-Other financial liabilities* (refer note 5.2 & 6.3)	1,195.38	-	-	-	-	1,195.38	1,195.38
Total	58,985.07	-	-	-	-	58,985.07	58,985.07

* Current maturity of long term debts are presented under other financial liabilities are added to borrowings.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Fair value estimation

Ind AS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The following table presents the Company's assets and liabilities that are measured at fair value as at:

	(Rupees in Lakhs)			
	Level 1	Level 2	Level 3	Total
31st March 2019				
Assets				
- Investments in mutual funds	614.72	-	-	614.72
- Derivative assets	-	389.41	-	389.41
- Biological assets	-	-	7,721.31	7,721.31
31st March 2018				
Assets				
- Investments in mutual funds	-	-	-	-
- Derivative assets	-	1,370.08	-	1,370.08
- Biological assets	-	-	5,390.69	5,390.69

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the company is the current bid price. These instruments are included in Level 1. Instruments included in Level 1 comprise of investments in mutual funds.

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. Instruments included in Level 2 comprise of derivative assets taken for hedging purpose.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The following valuation techniques and significant inputs were used to measure the level 3 inputs.

In measuring the fair value of biological assets, management estimates and judgements are required for the determination of fair value.

These estimates and judgements relate to the market prices, average weight and quality of animals and mortality rates.

Description	Fair value as at 31 March 2019	Unobservable input	Range of unobservable input	Relationship of unobservable input to fair value
Biological assets	7,721.31	Hatching Eggs per hen Cost of a day old breeder bird Mortality Feed cost Average Body Weight Feed Conversion Ratio	187 -260 Eggs Rs. 235 - Rs. 280 per chick 5.00% Rs. 25,000/- - Rs. 31,000/- per ton 1.75 kgs - 2.50 kg per bird 1.60 kg - 1.90 kg per bird	The higher the eggs per hen, the higher the fair value The higher the cost per chick, the lower the fair value The higher the mortality, the lower the fair value The higher the feed cost per ton, the lower the fair value The higher the average body weight, the higher the fair value The higher the feed conversion ratio, the lower the fair value

Sensitivity analysis

A sensitivity analysis is shown for the significant unobservable inputs below:

Input

Sensitivity

Feed cost

A 5% change in the feed cost would result in a Rs. 38.10 Lakhs change in fair value.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

7.3 FINANCIAL RISK MANAGEMENT

Financial risk factors

This note presents information about the Company's exposure to financial risks, the Company's objectives, policies and processes for measuring and managing these risks and the Company's management of capital.

The Company's financial instruments consist primarily of cash and cash equivalents, investment in mutual funds, derivatives taken for hedge purpose, loans receivable, trade and other receivables and payables and long term and short borrowings. In the normal course of business, the Company is exposed to credit, liquidity and market risk. In order to manage certain of these risks, the Company may enter into transactions which make use of derivatives. They include forward exchange contracts, interest rate swaps, cross currency swaps and options. The Company does not speculate in derivative instruments. Certain of the Company's forward exchange contracts qualify as designated hedges for accounting purposes.

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training, management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers. Credit risk primarily relates to trade and other receivables.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Other receivables consist primarily of security deposits, loans to employees and other receivables.

The risk of default is assessed as low.

Liquidity risk

The Company actively monitors its cash flows to ensure there is sufficient cash available to meet its

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

working capital requirements. Due to the dynamic nature of the underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's cash and cash equivalents on the basis of expected cash flow.

The Company's current trade and other payables are all due within one year.

The table below summarises the maturity profile of the Company's financial liabilities as at 31st March 2019 based on contractual undiscounted payments:

Particulars	(Rupees in lakhs)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Long term borrowings	4,269.76	2,266.79	441.19	882.40	7,860.14
Short term borrowings	18,939.82	-	-	-	1,8939.82
Trade payables	28,058.85	-	-	-	28,058.85
Other financial liabilities	1,436.41	0.00	11.00	132.41	1,579.82

Market risk

Interest rate risk

The Company is exposed to interest rate risk on its cash and cash equivalents, long-term loans and borrowings, which can have an impact on the cash flows of these instruments. The exposure to interest rate risk is managed through the Company's Board by using counterparties that offer the best rates which enables the Company to maximise returns whilst minimising risk.

In response to interest rate risk on the variable rate portion of the external borrowings, the Company has entered into hedge derivatives which are effective till the maturity of external borrowings. For the other borrowings, interest is paid on monthly basis based on the actual interest rate prevailing during the month. Hence, the Company is not significantly exposed to interest rate risk on such borrowings.

Foreign currency risk

In the normal course of business the Company enters into transactions denominated in Indian Rupees and few transactions in foreign currencies. The Company has also taken external commercial borrowings denominated in US\$. As a result, the Company is subject to exposure from fluctuations in foreign currency exchange rates. The Company utilises forward exchange contracts and currency options to minimise foreign currency exchange risk on external commercial borrowings in terms of its risk management policy. All forward exchange contracts and currency options are supported by underlying transactions. Company's exposure to unhedged foreign currency changes is not significant.

The hedges in respect of currency risk are expected to mature in line with the maturity of external commercial borrowings.

There was no ineffectiveness to be recorded from the cash flow hedges.

Commodity price and procurement risk

Commodity price risk arises from the risk of an adverse effect on current or future earnings from fluctuations in the prices of commodities.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The principal directive is to procure commodities at the lowest cost to meet forecast requirements, for both internally and external sales. The overall procurement strategy and net positions are reported monthly to the Board and the oversight committees. The oversight committees are responsible for the setting of the monthly company view with regard to future price movements. The daily trading by the procurement teams are restricted in terms of this company view, unless prior approval is obtained from the oversight Committees.

Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain shareholder, creditor and market confidence and to sustain the future development needs of the business. The Board monitors both the spread of shareholders return on equity (which is defined as profit for the year expressed as a percentage of average total equity) and the level of dividends paid to shareholders. There were no changes to the Company's approach to capital management during the year.

Total Equity includes General Reserve, Retained Earnings and Share Capital. Total Debt includes current debt plus non-current debt.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Total debt	26,761.60	35,042.06
Total equity	88,073.03	72,098.10
Debt – Equity ratio	0.30	0.49

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018	(Rupees in Lakhs)
8.1 REVENUE FROM OPERATIONS			
Sale of products	293,292.89	258,352.64	
Other operating revenues	11,020.62	10,268.59	
Total	304,313.51	268,621.23	
Disaggregation from operations:			
Poultry & Poultry Products			
Sale of products			
Grownup commercial broiler	51,243.96	50,868.77	
Day old commercial chicks	44,926.70	42,299.38	
Processed chicken	15,853.11	15,025.11	
Poultry feed	13,274.89	10,988.41	
Grownup commercial layer	6,917.27	1,580.27	
S.P.F. eggs	5,476.29	4,920.94	
Hatching eggs	2,048.36	3,813.70	
Packaging products	52.41	122.25	
Other operating revenues			
By-products	1,966.80	1,813.28	
Miscellaneous	5,839.70	4,668.90	
(a)	147,599.49	136,101.01	
Animal Health Products			
Sale of products			
Powder	17,983.67	15,246.03	
Liquid	3,827.34	3,517.10	
Other operating revenues			
Miscellaneous	89.34	81.28	
(b)	21,900.35	18,844.41	
Oilseed			
Sale of products			
De-oiled cake for poultry feed	87,819.15	73,777.26	
Refined oil	43,869.74	36,193.42	
Other operating revenues			
By-products	1,670.70	1,617.55	
Miscellaneous	1,454.08	2,087.58	
(c)	134,813.67	113,675.81	
Total (a+b+c)	304,313.51	268,621.23	

Sale of products include excise duty collected from customers as on 31st March, 2019 of INR Nil (31 March 2018: INR 51.48 lakhs). Revenue from operations for previous periods up to 30th June, 2017 includes excise duty. From 1st July, 2017 onwards the excise duty and most indirect taxes in India have been replaced with Goods and Service Tax (GST). The Company collects GST on behalf of the Government. Hence, GST is not included in Revenue from operations.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Since revenue from customers located out of India is less than 10% of total revenue, there are no reportable geographical segments. (Refer Note No .12 on Segment Reporting)

There is no financing component in any transaction with the customer.

	(Rupees in Lakhs)	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
8.2 OTHER INCOME			
Interest income		1,546.36	1,503.03
Gain on sale/remeasurement of current investments (net)		4.72	2.12
Other non-operating income (net)			
Government grants		282.73	282.73
Rent		247.96	215.88
Miscellaneous income		819.40	878.33
	Total	2,901.17	2,882.09
9.1 COST OF MATERIALS CONSUMED			
Inventories at the beginning of the year		10,374.49	7,632.08
Add: Purchases (net of returns)		212,847.54	172,155.00
		223,222.03	179,787.08
Less: Inventories at the end of the year		16,302.20	10,374.49
	Total	206,919.83	169,412.59
9.2 PURCHASES OF BEARER BIOLOGICAL ASSETS			
Day old parent chicks		4,470.33	3,397.55
SPF eggs		365.08	-
	Total	4,835.41	3,397.55
9.3 PURCHASES OF STOCK-IN-TRADE			
Day old commercial chicks		2,829.67	5,194.82
Processed chicken		509.53	350.47
Animal health products			
Powder		6,206.63	8,269.34
Liquid		-	-
Others		2,515.24	678.81
	Total	12,061.07	14,493.44

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
9.4 CHANGES IN BIOLOGICAL ASSETS AND INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS, STOCK-IN-TRADE AND BIOLOGICAL ASSETS		
At the beginning of the year		
Biological assets	13,613.79	13,184.35
Finished goods	1,796.54	1,578.85
Work in progress	1,088.82	777.52
Stock in trade	<u>1,988.27</u>	<u>742.78</u>
	(a) 18,487.42	16,283.50
Less: at the end of the year		
Biological assets	18,561.55	13,613.79
Finished goods	2,000.36	1,796.54
Work in progress	729.54	1,088.82
Stock in trade	<u>876.45</u>	<u>1,988.27</u>
	(b) 22,167.90	18,487.42
Total (a-b)	<u>(3,680.48)</u>	<u>(2,203.92)</u>
9.5 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages (Including gratuity, bonus & compensated absences)	17,340.42	15,128.43
Contribution to provident and other funds	1,205.37	1,100.20
Staff welfare expenses	<u>902.93</u>	<u>845.79</u>
Total	<u>19,448.72</u>	<u>17,074.42</u>
9.6 FINANCE COSTS		
Interest expense	3,137.74	4,567.22
Interest on Income Tax	<u>162.52</u>	<u>437.47</u>
	<u>3,300.26</u>	<u>5,004.69</u>
Less: interest capitalised during the year	<u>145.40</u>	<u>17.26</u>
Total	<u>3,154.86</u>	<u>4,987.43</u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
9.7 OTHER EXPENSES		
Consumption of stores, spares and other supplies	2,273.52	1,930.36
Bird rearing and custom hatching charges	5,986.61	4,596.38
Power and fuel	8,348.10	7,568.64
Rent	1,099.91	843.66
Repairs to:		
Building	704.06	587.52
Machinery	1,384.46	1,195.41
Others	367.18	303.57
	2,455.70	2,086.50
Insurance	182.99	147.58
Rates and taxes	520.15	327.16
Carriage outward (net)	4,109.44	2,581.67
Travelling and conveyance	1,811.95	1,659.39
Advertisement and publicity	707.10	384.12
Loss on property, plant & equipment sold/ discarded (net)	55.62	154.72
Loss on foreign currency translation & transaction (net)	65.30	58.80
Bad debts & advances written off and provision for credit impaired debts & advances	87.02	44.15
CSR expenses#	254.19	175.00
Miscellaneous expenses# #	5,672.54	5,274.51
	Total	33,630.14
		27,832.64
# Details of CSR expenses:		
(a) Gross amount required to be spent	389.69	171.87
(b) Amount spent during the year:		
For promoting education, sport and medical facilities	254.19	175.00
# # Miscellaneous expenses include auditors' remuneration as follows: (Stated net of GST)		
Audit	40.00	40.00
Other services	14.90	10.30
Reimbursement of expenses	2.75	2.51
	Total	57.65
		52.81

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
10 TAX EXPENSE:		
Profit before tax	27,652.37	33,695.87
Enacted tax rates in India	34.944%	34.608%
Computed tax expense	9,662.84	11,661.47
Tax adjustment in respect of earlier period (Refer Note No. 16)	277.70	1,996.45
Effect of non-deductible expense (permanent differences)	253.95	124.62
Effect of Impairment of goodwill not deductible	90.09	-
Effect of tax depreciation on goodwill	<u>(46.28)</u>	<u>(57.84)</u>
Total	<u>10,238.30</u>	<u>13,724.70</u>

11 EMPLOYEE BENEFITS

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

Provident fund scheme	891.88	821.01
Superannuation scheme	45.42	51.92
State insurance scheme	<u>247.41</u>	<u>203.50</u>
Total	<u>1,184.71</u>	<u>1,076.43</u>

(b) Plan description : Gratuity and compensated absences plan

(i) Gratuity (Funded)

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

(ii) Compensated absences (Non Funded)

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

(c) Break down of plan assets : Gratuity

	As at 31 st March, 2019	As at 31 st March, 2018
ICICI Prudential Life Insurance Company Ltd. (Quoted)	4,082.75	3,533.09
Life Insurance Corporation of India (Unquoted)	<u>248.06</u>	<u>310.07</u>
Total	<u>4,330.81</u>	<u>3,843.16</u>



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

- (d) Defined benefit plans/ compensated absences - as per actuarial valuation carried out by an independent actuary as at respective balance sheet date.

	Particulars		Gratuity (Funded)		Leave Encashment (Unfunded)
		2018-19	2017-18	2018-19	2017-18
I Change in defined benefit obligation	Liability at the beginning of the year	4,092.55	3,725.68	1,185.13	1,050.27
	Transfer in	-	64.08	-	-
	Interest cost	307.91	265.80	83.93	69.46
	Current service cost	335.57	322.18	175.65	163.12
	Benefits paid	(289.93)	(164.12)	(218.12)	(171.11)
	Actuarial (gain)/loss on obligation	61.17	(121.07)	113.13	73.39
	Liability at the end of the year	4,507.27	4,092.55	1,339.72	1,185.13
II Change in plan assets	Fair value of plan assets at the beginning of the year	3,843.16	3,192.94	-	-
	Adjustment to opening funds	-	-	-	-
	Transfer in	-	64.08	-	-
	Expected return on plan assets	308.97	229.64	-	-
	Contributions by employers	285.00	400.00	-	-
	Benefits paid	(43.77)	(7.00)	-	-
	Actuarial gain/(loss) on plan assets	(62.55)	(36.50)	-	-
	Fair value of plan assets at the end of the year	4,330.81	3,843.16	-	-
	Total actuarial (gain)/loss to be recognized	123.72	(84.57)	113.13	73.39
III Actual return on plan assets	Expected return on plan assets	308.97	229.64	-	-
	Actuarial gain/(loss) on plan assets	(62.55)	(36.50)	-	-
	Actual return on plan assets	246.42	193.14	-	-
IV Amount recognized in the balance sheet	Liability at the end of the year	4,507.27	4,092.55	1,339.72	1,185.13
	Fair value of plan assets at the end of the year	4,330.81	3,843.16	-	-
	Amount recognized in the balance sheet	176.46	249.39	1,339.72	1,185.13
V Expenses recognized in statement of profit and loss	Current service cost	335.57	322.18	175.65	163.12
	Adjustment to opening funds	-	-	-	-
	Interest cost	307.91	265.80	83.93	69.46
	Expected return on plan assets	(308.97)	(229.64)	-	-
	Net actuarial (gain)/loss to be recognized	-	-	113.13	73.39
	Expenses recognized in statement of profit and loss	334.51	358.34	372.71	305.97

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2018-19	2017-18	2018-19	2017-18
VI	Expenses recognized in the statement of Other Comprehensive Income (OCI)				
	Actuarial (gain)/loss on obligation	61.17	(121.07)	-	-
	Actuarial gain/(loss) on plan assets	(62.55)	(36.50)	-	-
	Expenses recognized in the statement of OCI	123.72	(84.57)	-	-
VII	Amount recognized in the balance sheet				
	Opening net liability	249.39	532.74	1,185.13	1,050.27
	Expenses recognized in statement of profit and loss	334.51	358.34	372.71	305.97
	Expenses recognized in the statement of OCI	123.72	(84.57)	-	-
	Contributions by employers/benefits paid	(531.16)	(557.12)	(218.12)	(171.11)
	Amount recognized in the balance sheet	176.46	249.39	1,339.72	1,185.13
VIII	Actuarial assumptions for the year				
	Discount factor	7.80%	7.80%	7.80%	7.80%
	Expected Rate of return on plan assets	7.20%	7.20%	NA	NA
	Interest rate	7.80%	7.80%	NA	NA
	Attrition rate				
	i) Staff below age 35	5.00%	5.00%	5.00%	5.00%
	ii) Others	1.00%	1.00%	1.00%	1.00%
	Rate of escalation in salary	8.00%	8.00%	8.00%	8.00%

- (e) For the estimates of future salary increase, factors that are taken into account are inflation, seniority, promotion and other relevant factors.

(Rupees in Lakhs)

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

Particulars	% of total investments as at	
	31 st March, 2019	31 st March, 2018
Funds Managed by Insurer	100.00	100.00
Total	100.00	100.00

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****(g) Sensitivity Analysis - Gratuity and compensated absences plan**

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption by one percentage, keeping all other actuarial assumptions constant.

(Rupees in lakhs)

	Particulars	Gratuity (Funded)	Leave Encashment (Unfunded)
I	When Discount rate is decreased or increased by 100 basis point : 6.80% 8.80%	4,982.97 4,101.18	1,448.48 1,244.59
II	When Rate of escalation in salary is decreased or increased by 100 basis point : 7.00% 9.00%	4,135.67 4,932.62	1,255.40 1,434.07
III	When Withdrawal rate is decreased or increased by 100 basis point : 4.00% 6.00%	4,501.50 4,428.24	1,301.46 1,371.31

(h) Expected contribution for future period:

The Company intends to contribute Rs. 500.00 Lakhs towards its gratuity fund during the financial year 2019-20.

(i) Weighted average duration of Defined Benefit Obligation

Weighted average duration of the plan (based on discounted cash flows using mortality, withdrawal rate and interest rate) is 15.37 years.

(j) Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Liability Risks**a. Asset liability mismatch risk**

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the company is successfully able to neutralize valuation swings caused by interest rate movements.

b. Discount Rate Risk

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practise can have a significant impact on the defined benefit liabilities.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

c. Future Salary Escalation and Inflation Risk -

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

Asset Risks

All plan assets are maintained in a trust fund managed by a private sector insurer viz; ICICI Prudential Life insurance of India. The company has opted for a unit-linked fund which is market linked with options to invest in equity funds. The company has the option to structure the portfolio based on its risk appetite providing an opportunity to earn market linked returns. But there is an investment risk here which is borne by the company. A single account is maintained for both investment and claim settlement and hence 100% liquidity is ensured.

12.1 SEGMENT REPORTING

Business segment

The Company's management examines the Company's performance both from a product and geographic perspective and has identified three reportable segments of its business. The 'Poultry and Poultry Products' segment produces and sells chicks, growup commercial broiler and layer, processed chicken, S.P.F. eggs, poultry feed and other miscellaneous poultry products. The 'Animal Health Products' segment produces and sells medicines and other health products for birds. The 'Oilseed Segment' produces and sells edible refined soya oil and soya de-oiled cake.

The operating businesses are organised and managed separately according to the nature of the products, with each segment representing a strategic business unit that offers different products and serves different markets. Transfer price between segments are measured on the basis of price charged for inter segment transfers. Segment revenue includes transfer between inter segments. Those transfers are eliminated in total revenue. Corporate expenses are allocated to other segments at cost.

Geographical segment

Revenue and receivables are specified by location of customers while other geographic information is specified by location of the assets.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

SEGMENT REPORTING

A. Operating segments

Particulars	Poultry & Poultry Products		Animal Health Products		Oilsseed		Elimination		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
REVENUE										
Revenue from Operations	147,599.49	136,101.01	21,900.35	18,844.41	134,813.67	113,675.81	-	-	304,313.51	268,621.23
Inter-segment Revenue	-	-	2,195.54	1,613.64	8,290.20	6,619.90	(10,485.74)	(8,233.54)	-	-
Total Revenue	147,599.49	136,101.01	24,095.89	20,458.05	143,103.87	120,295.71	(10,485.74)	(8,233.54)	304,313.51	268,621.23
RESULT										
Segment Result	21,986.81	28,013.42	4,276.93	4,445.04	6,173.51	7,142.02	-	-	32,437.25	39,600.48
Unallocable expenditure									(3,176.38)	(2,420.21)
Operating Profit									29,260.87	37,180.27
Interest Income									1,546.36	1,503.03
Interest Expense									(3,154.86)	(4,987.43)
Income Taxes									(10,238.30)	(13,724.70)
Profit for the year									17,414.07	19,971.17
ASSETS										
Segment Assets	80,868.45	69,103.02	8,522.57	10,081.54	40,857.15	38,580.06	-	-	130,248.17	117,764.62
Unallocated corporate assets									25,484.69	25,354.66
Total Assets									155,732.86	143,119.28
LIABILITIES										
Segment Liabilities	24,479.26	18,531.47	3,225.87	3,587.04	7,926.76	7,826.63	-	-	35,631.89	29,945.14
Unallocated Corporate Liabilities									31,951.74	41,058.22
Total Liabilities									67,583.63	71,003.36
OTHER INFORMATION										
Addition to non current assets (net)	9,085.22	3,467.83	295.70	182.58	1,621.48	323.44	-	-	11,002.40	3,973.85
Unallocable non current assets (net)									92.54	311.45
Depreciation/amortization	2,447.23	2,353.51	121.01	111.56	260.53	255.22	-	-	2,828.77	2,720.29
Unallocable Depreciation/amortization									106.19	93.01
Non-Cash items other than depreciation	375.11	190.20	(70.23)	(135.55)	(1.23)	1.24	-	-	303.65	55.89
Unallocable Non-cash items other than depreciation									26.69	(20.90)



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

B. Geographical segments

Revenues and receivables are specified by location of customers while other geographical information is specified by the location of the assets. Since all the assets are located in India and revenue from customers located out of India are less than 10% of total revenue, there are no reportable geographical segments.

Particulars	India		Outside India		Total
	2018-19	2017-18	2018-19	2017-18	
Revenue By Geographical Market					
External	302,348.05	268,043.82	1,965.46	577.41	304,313.51
Inter Segment	-	-	-	-	-
Total Revenue	302,348.05	268,043.82	1,965.46	577.41	304,313.51
Non current assets	58,872.44	62,043.92	-	-	58,872.44

Information of Revenue from Major Customer

Particular	2018-19	2017-18
Venkateshwara Hatcheries Private Limited	68,356.52	59,191.41

Additional information:

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

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



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

13 RELATED PARTIES DISCLOSURES

I NAMES OF RELATED PARTIES AND DESCRIPTION OF RELATIONSHIP

a. Key Management Personnel and their relatives

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

b. Members of same group

Party that exercises control

Venkateshwara Hatcheries Private Limited - Holding Company

c. Entity which is a post-employment benefit plan

- 1 Venky's (India) Limited Employees Group Gratuity Scheme with ICICI Prudential Life Insurance Company Limited
- 2 Venky's (India) Limited Officers Superannuation Scheme with ICICI Prudential Life Insurance Company Limited
- 3 Venky's (India) Limited Officers Superannuation Scheme / Trust with Life Insurance Corporation.

d. Entity which is controlled or jointly controlled by a person identified in (a)

- 1 Venkateshwara Foods & Feeds (Firm)
- 2 Uttara Foods and Feeds Private Limited
- 3 All India Poultry Development And Services Private Limited
- 4 Uttara Impex Private Limited
- 5 B.V. Bio Corp Private Limited
- 6 Venkateshwara Biofeed Private Limited
- 7 Srivenk Investments and Finance Private Limited

e. A person identified in (a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity)

- 1 Venco Research and Breeding Farms Private Limited
- 2 Venkateshwara Research And Breeding Farm Private Limited
- 3 Bala Industries and Entertainment Private Limited
- 4 Wayward Acres, Inc.
- 5 Venkateshwara Charitable Foundation
- 6 Smt. Uttaradevi Charitable and Research Foundation

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

II. COMPENSATION OF KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2018-19	2017-18
a	Short term employee benefits	27.39	26.73
b	Post employment benefits	3.72	3.72

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to Key Managerial Personnel. Compensation exclude provision for gratuity and compensated absences (if any) since these are based on actuarial valuation on an overall company basis.

a. DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2018-19	2017-18
1	Remuneration Salary Contribution to provident and other funds Perquisites	20.00 3.72 7.39	20.00 3.72 6.73
2	Commission	31.11	30.45
3	Sitting fees	7.51	7.20
4	Reimbursement of expenses	7.95	3.20
5	Rent paid (expense)	1.23 3.60	1.25 3.60
	Total	51.40	45.70

b. BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2018-19	2017-18
	Remuneration		
1	Mr. B. Balaji Rao	31.11	30.45
	Total	31.11	30.45
	Commission		
1	Mrs. Anuradha J. Desai	1.37	1.40
2	Mr. B. Venkatesh Rao	1.37	1.40
3	Mr. B. Balaji Rao	3.00	3.00
4	Mr. Jitendra M. Desai	1.37	1.40
5	Ms. Uttara J. Desai	0.40	-
	Total	7.51	7.20
	Sitting fees		
1	Mrs. Anuradha J. Desai	2.15	1.00
2	Mr. B. Venkatesh Rao	2.15	1.00
3	Mr. Jitendra M. Desai	3.15	1.20
4	Ms. Uttara J. Desai	0.50	-
	Total	7.95	3.20



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Reimbursement of expenses		
1	Mrs. Anuradha J. Desai	0.29	0.30
2	Mr. B. Venkatesh Rao	0.29	0.30
3	Mr. B. Balaji Rao	0.27	0.29
4	Mr. Jitendra M. Desai	0.35	0.36
5	Ms. Uttara J. Desai	0.03	-
	Total	1.23	1.25
1	Rent paid (expense) - Mr. B. Venkatesh Rao	3.60	3.60
	Total	3.60	3.60

III . DETAILS OF RELATED PARTY TRANSACTIONS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Purchase of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	5,346.34	4,117.74
2	Bala Industries and Entertainment Private Limited	4.75	3.06
3	Venco Research and Breeding Farm Private Limited	5,028.05	4,728.95
4	Venkateshwara Research and Breeding Farm Private Limited	1,404.89	980.21
5	B V Bio-Corp Private Limited	4,889.12	4,106.30
6	Uttara Foods and Feeds Private Limited	4,555.82	3,188.91
7	Uttara Impex Private Limited	955.60	866.67
8	Wayward Acres, Inc.	277.17	-
	Total	22,461.74	17,991.84
	Sale of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	68,356.52	59,191.41
2	Bala Industries and Entertainment Private Limited	2,779.92	2,686.66
3	Venco Research and Breeding Farm Private Limited	8,255.15	6,646.79
4	Venkateshwara Research and Breeding Farm Private Limited	1,489.18	1,311.21
5	Venkateshwara Bio-Feed Pvt Ltd	2,683.33	478.33
6	B V Bio-Corp Private Limited	3,347.18	2,127.59
7	Uttara Foods and Feeds Private Limited	15,481.16	14,290.28
8	Venkateshwara Foods and Feeds (Firm)	4,101.22	3,053.16
9	Uttara Impex Private Limited	169.51	172.98
	Total	106,663.17	89,958.41

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Purchase of fixed assets		
1	Venkateshwara Hatcheries Private Limited	-	10.06
2	Bala Industries and Entertainment Private Limited	1,338.82	66.74
3	B V Bio-Corp Private Limited	3.37	2.59
	Total	1,342.19	79.39
	Sale of fixed assets		
1	Venkateshwara Hatcheries Private Limited	21.31	-
2	Venco Research and Breeding Farm Private Limited	0.10	0.90
	Total	21.41	0.90
	Reimbursement of expenses (Income)		
1	Venkateshwara Hatcheries Private Limited	14.68	592.28
2	Bala Industries and Entertainment Private Limited	-	0.32
3	Venco Research and Breeding Farm Private Limited	5.41	0.71
4	Venkateshwara Research and Breeding Farm Private Limited	7.73	6.39
5	B V Bio-Corp Private Limited	0.81	0.46
6	Uttara Foods and Feeds Private Limited	1.87	13.14
7	Venkateshwara Foods and Feeds (Firm)	-	0.73
8	Venkateshwara Bio-Feed Pvt Ltd	13.38	0.53
	Total	43.88	614.56
	Reimbursement of expenses (Expense)		
1	Venkateshwara Hatcheries Private Limited	713.42	439.37
2	Bala Industries and Entertainment Private Limited	-	1.36
3	Venco Research and Breeding Farm Private Limited	0.09	0.95
4	Venkateshwara Research and Breeding Farm Private Limited	1.23	1.43
5	B V Bio-Corp Private Limited	20.16	10.17
6	Uttara Foods and Feeds Private Limited	10.04	10.20
	Total	744.94	463.48
	Custom hatching charges / testing charges / processing charges (income)		
1	Venkateshwara Hatcheries Private Limited	0.03	-
2	Venco Research and Breeding Farm Private Limited	-	0.96
3	B V Bio-Corp Private Limited	72.79	49.01
4	Uttara Foods and Feeds Private Limited	38.25	5.83
5	Venkateshwara Bio-Feed Pvt Ltd	69.97	-
	Total	181.04	55.80



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Custom hatching charges (Expense)		
1	Venkateshwara Hatcheries Private Limited	203.21	3.75
	Total	203.21	3.75
	Cash Discount		
1	Venkateshwara Hatcheries Private Limited	232.81	123.63
2	Venco Research and Breeding Farm Private Limited	22.14	39.24
3	Venkateshwara Research and Breeding Farm Private Limited	1.68	1.94
4	Uttara Foods and Feeds Private Limited	5.19	37.10
5	Venkateshwara Foods and Feeds (Firm)	-	7.23
	Total	261.82	209.14
	Repairs and maintenance expenses		
1	Bala Industries and Entertainment Private Limited	131.50	99.63
	Total	131.50	99.63
	Rent (income)		
1	Venkateshwara Hatcheries Private Limited	262.15	219.65
2	Venkateshwara Research and Breeding Farm Private Limited	1.34	1.34
3	Venco Research and Breeding Farm Private Limited	10.30	-
	Total	273.79	220.99
	Rent (expense)		
1	Venkateshwara Hatcheries Private Limited	63.95	59.00
	Total	63.95	59.00
	Contributions to trade associations		
1	All India Poultry Development Services Private Limited	226.55	219.52
	Total	226.55	219.52
	CSR expenses		
1	Venkateshwara Charitable Foundation	171.00	131.00
2	Smt. Uttaradevi Charitable and Research Foundation	29.05	29.05
	Total	200.05	160.05

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Benefits paid to gratuity fund/ superannuation fund		
1	Employees Group Gratuity Scheme with ICICI Prudential Life Insurance Company Ltd	289.93	164.12
2	Officers Superannuation Scheme with ICICI Prudential Life Insurance Company Ltd	8.68	9.80
3	Superannuation Scheme / Trust with Life Insurance Corporation of India	38.69	43.95
	Total	337.30	217.87
	Interest income on intercorporate deposit		
1	Venkateshwara Hatcheries Private Limited	129.78	386.38
	Total	129.78	386.38
	Interest Income on other receivables		
1	Venkateshwara Hatcheries Private Limited	458.24	-
	Total	458.24	-
	Interest expense on intercorporate loan taken		
1	Srivenk Investments And Finance Private Limited	-	11.75
	Total	-	11.75
	Commission income on Collateral security given		
1	Venkateshwara Hatcheries Private Limited	100.69	104.27
	Total	100.69	104.27
	Lease Deposits given		
1	Venkateshwara Hatcheries Private Limited	733.50	16.50
	Total	733.50	16.50
	Lease Deposits taken		
1	Venkateshwara Hatcheries Private Limited	38.41	-
	Total	38.41	-
	Intercorporate deposit given during the year		
1	Venkateshwara Hatcheries Private Limited	1,880.00	5,805.00
	Total	1,880.00	5,805.00
	Intercorporate deposit received back during the year		
1	Venkateshwara Hatcheries Private Limited	4,268.75	5,805.00
	Total	4,268.75	5,805.00



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Intercorporate loan repaid during the year		
1	Srivenk Investments And Finance Private Limited	-	600.00
	Total	-	600.00
	Collateral security given during the year		
1	Venkateshwara Hatcheries Private Limited	4.75	-
	Total	4.75	-
	Collateral security redeemed during the year		
1	Venkateshwara Hatcheries Private Limited	-	436.18
	Total	-	436.18
	Outstanding intercorporate deposits receivables		
1	Venkateshwara Hatcheries Private Limited	-	2,388.75
	Total	-	2,388.75
	Outstanding deposits from Lessee / Franchisees receivable/ (payables), net of payable/receivables		
1	Venkateshwara Hatcheries Private Limited	850.82	155.73
2	Venkateshwara Research and Breeding Farm Private Limited	(20.00)	(20.00)
	Total	830.82	135.73
	Guarantee Outstanding (taken) - (Refer Note No. 5.1)		
1	Venkateshwara Hatcheries Private Limited	1,869.64	3,980.89
	Total	1,869.64	3,980.89
	Outstanding collateral security (given)		
1	Venkateshwara Hatcheries Private Limited	14,387.78	14,383.03
	Total	14,387.78	14,383.03
	Outstanding capital advances		
1	Venkateshwara Hatcheries Private Limited	-	10,100.00
	Total	-	10,100.00
	Outstanding other receivables		
1	Venkateshwara Hatcheries Private Limited	7,100.00	-
2	Venkateshwara Foods and Feeds (Firm)	77.69	77.69
	Total	7,177.69	77.69

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lakhs)

Sr. No.	Transactions	2018-19	2017-18
	Outstanding receivable/(payables), net of payable/ receivable#		
1	Venkateshwara Hatcheries Private Limited	14,283.05	14,504.50
2	Bala Industries and Entertainment Private Limited	4.15	655.75
3	Venco Research and Breeding Farm Private Limited	(621.75)	(741.00)
4	Venkateshwara Research and Breeding Farm Private Limited	(504.08)	(277.47)
5	B V Bio-Corp Private Limited	(227.96)	(545.20)
6	Uttara Foods and Feeds Private Limited	7,918.64	6,669.13
7	Venkateshwara Foods and Feeds (Firm)	1,879.78	840.43
8	Venkateshwara Biofeed Private Limited	495.88	138.87
9	Uttara Impex Private Limited	(156.07)	(88.19)
10	Wayward Acres, Inc.	(109.86)	-
	Total	22,961.78	21,156.82

Outstanding receivables from related parties arise mainly from sales transactions and are due within 60 days following the date of transaction. These receivables are unsecured in nature and are interest free. No provision for impairment is required to be made for outstanding receivable from related parties in current as well as previous year.

Outstanding payables to related parties arise mainly from purchase transactions and are due within 60 days following the date of transaction. These payables are interest free.

Transactions with related parties have been done at arm's length and are in the ordinary course of business.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lakhs)	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
14 LEASES			
Operating Lease: (Company as a lessee)			
The Company has entered into commercial leases on certain office buildings, breeder farms, feed mills, godowns, cold storages and other plant and equipment.			
Future minimum lease rentals payable under non-cancellable operating leases are as follows:			
Within one year of the balance sheet date	34.68	28.50	
After one year but not more than five years	16.25	42.16	
More than five years	-	1.36	
Lease expenses recognised in the statement of profit and loss for the period	1,099.91	843.66	
15 EARNINGS PER SHARE (EPS)			
There is no potential equity shares and hence the basic and diluted EPS are the same.			
The calculation of the Basic and Diluted EPS is based on the following data:			
Net Profit for the year after tax	17,414.07	19,971.17	
Weighted average number of equity shares outstanding during the year	14,087,336	14,087,336	
Basic and Diluted EPS for equity share (Face value of Rs. 10/- each)	123.62	141.77	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- 16 A search was conducted under section 132(1) of the Income Tax Act, 1961 ('the Act') during the year ended 31 March 2018. The Assessing Officer issued notices under sections 148 and 153A of the Act in respect of financial years 2010-11 to 2016-17. The Company revised its tax liability for the aforesaid years and paid / provided additional tax of Rs. 1,396.80 lakhs in the year 2017-18 and disclosed it under "Tax adjustment in respect of earlier years". The Company filed an application under Section 245C (1) of the Act before the Income Tax Settlement Commission ('ITSC') on 14 May 2018 to avoid protracted tax litigation. The ITSC vide its Order dated 2 April 2019 directed the Assessing officer to compute tax and interest on the income determined in the proceedings before the ITSC in respect of the aforesaid years. Pending determination of demand by the Assessing officer, the Company has provided Rs. 219.49 lakhs as tax and Rs. 99.52 lakhs as interest and disclosed them under the heads "Tax adjustment in respect of earlier years" and "Finance Costs" respectively. To the best of the knowledge and on the basis of information available, the management believes that there is no material uncertainty relating to future outcome of exceptional litigation or regulatory action in this matter.
- 17 Previous year's figures have been regrouped/recast/rearranged wherever necessary in order to conform to current year's presentation.
- 18 The Board of Directors, in its board meeting held on 10th May 2019, approved the financial statements for issue and the financial statements does not include any events after this date.
-

As per our report of even date

For **B.D. JOKHAKAR & CO.**

Chartered Accountants

Firm Registration Number : 104345W

RAMAN JOKHAKAR

Partner

Membership Number : 103241

Place : San Jose

Date : May 10, 2019

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

ANURADHA J. DESAI

Chairperson

DIN : 00012212

B. VENKATESH RAO

Vice Chairman

DIN : 00013614

J. K. HANDA

Chief Financial Officer

ROHAN BHAGWAT

Company Secretary

Membership Number : A26954



DIVIDEND DISTRIBUTION POLICY

1. Introduction:

The Securities And Exchange Board of India vide notification No. SEBI/ LAD-NRO/GN/2016-17/008 dated 8th July 2016 amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said amendment requires top five hundred listed entities based on market capitalization (calculated as on March 31 of every financial year) to formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

2. Applicability:

Venky's (India) Limited, as on 31st March 2018, falls well within the criteria as mentioned above and therefore needs to formulate and disclose the dividend distribution policy as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016. This policy will be applicable to dividend payable to equity shareholders of the Company.

3. Dividend:

According to the generally accepted definition, "dividend" means the profit of a company that is not retained in business and is distributed amongst the shareholders in proportion to the amount paid-up on the shares held by them. For the purpose of this policy dividend shall mean dividend proposed and payable to equity shareholders only and shall include interim dividend as defined in Section 2(35) of the Companies Act, 2013.

4. Parameters of Dividend Distribution Policy:

(a) The circumstances under which the shareholders may or may not expect dividend:

The circumstances under which the shareholders may or may not expect dividend depends upon internal as well as external factors which shall be considered by the company while declaring the dividend. Generally, the internal factors may be defined as those factors which are part and parcel of the organization and may be in control of the company whereas external factors are those which are beyond the control of the management. In some cases, both the factors will be inter-connected to each other and decision of dividend will always be taken after jointly considering the factors. In addition to the above, shareholders may not expect dividend in case of inadequacy of profits or losses. The internal and external factors are defined in clause 4 (b) of this policy.

(b) Internal and external factors that shall be considered for declaration of dividend:

Internal Factors:

- Profit for the year under consideration;
- Expansion plans in near future;
- Availability of surplus funds;
- Short term and long term liabilities of the Company;
- Cyclical nature of business;
- Corporate actions such as Bonus, Split of Shares etc.;
- Past dividend distribution record of the Company.

External Factors:

- State of the economy
- Monsoon
- Industry outlook
- Govt. Rules and Regulations

- Taxation policy
 - Environment and Disease outbreak.
- (c) The Company will consider the following financial parameters while declaring dividend:
- Cost of borrowing;
 - Availability of alternate source of funding;
 - Operating cash flows;
 - Profitability.

5. Policy as to how the retained earning shall be utilized:

The retained earnings of the company shall be utilised as per the provisions of the Companies Act, 2013 and rules and regulations made thereunder. Generally, retained earnings shall be used for the following purposes:

- Issue of bonus shares;
- Declaration of dividend;
- Funding for expansion plans;
- Repayment of debts.

6. Payout Ratio:

Considering the parameters mentioned in this policy, the Company aims to provide a balance between rewarding its shareholders and retaining earnings for the Company's growth. The Company is engaged in the livestock industry which is prone to several unpredictable factors, like higher volatility in prices of feed ingredients, mis-match in demand and supply, vagaries of climatic conditions etc. Keeping these factors in mind, it is the endeavour of the Company that the dividend amount in each financial year will be stable and steady. Therefore, the Company will distribute dividend upto 10% of its after-tax profits in each financial year.

7. Parameters for various classes of shares:

Currently, the Company has only one class of issued shares i.e. equity shares to which this policy shall be applicable.

8. Changes / modification in the policy:

Any change or modification in the policy shall be made only after prior approval of the Board of Directors of the Company. Any change made in the current policy shall be informed to the shareholders of the Company in its annual report and on the website of the Company i.e. www.venkys.com



BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company : L01222PN1976PLC017422
2. Name of the Company : Venky's (India) Limited
3. Registered address : 'Venkateshwara House', S.No.114/A/2, Pune –Sinhagad Road, Pune – 411030.
4. Website : www.venkys.com
5. E-mail id : corp.shares@venkys.com
6. Financial Year Reported : 01.04.2018 – 31.03.2019
7. Sector(s) that the Company is engaged in (industrial activity code-wise):

S. No	Name and Description of main Products / Services	NIC Code of the Product / Service
1	Sale of grownup commercial broiler	01461
2	Sale of Day old commercial chicks	01463
3	Sale of Refined oil	10402
4	Sale of De-Oiled Cake for Poultry Feed	10406
5	Animal Health Products	01409

8. List three key products/services that the Company manufactures/provides (as in balance sheet)
 - Grownup Commercial Broiler
 - Day old commercial chicks
 - Soya De-oiled Cake
9. Total number of locations where business activity is undertaken by the Company
 - Number of International Locations: NIL units outside India.
 - Number of National Locations: 50 units. (Includes only farms / hatcheries and plants)
10. Markets served by the Company – All over India and certain international markets.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) : 140,873,360/-
2. Total Turnover (INR) : 30,431,351,000/-
3. Total profit after taxes (INR) : 1,741,407,000/-
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)

as percentage of profit after tax (%)
5. List of activities in which expenditure in 4 above has been incurred:-
 - Healthcare
 - Education
 - Eradication of Hunger and Poverty
 - Promotion of Sports

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies?
No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)
Not Applicable.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]
The Company believes in inclusion of all its stakeholders in the business responsibility principles undertaken by the Company. The stakeholders generally conform to the principles followed by the Company.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR
 1. Details of the Director/Director responsible for implementation of the BR policy/policies

DIN Number: 00013533

Name: Jitendra M. Desai

Designation: Director

2. Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	Not Applicable
2	Name	Mr. J. K. Handa / Mr. Rohan Bhagwat
3	Designation	Chief Financial Officer / Company Secretary
4	Telephone number	020 – 24251530 – 41
5	Email id	corp.shares@venkys.com

2. Principle wise (As per NVGs) BR policy / policies

1. Details of Compliance (Reply in Y/N):

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	N	N	Y	N	N	N	N	N	N
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y*								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y**								



Venky's (India) Limited

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6	Indicate the link for the policy to be viewed online?	N	N	N	N	N	N	N	N	N
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y [#]								
8	Does the Company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

* The policies confirm to 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' issued by MCA in July 2011.

** The Corporate Social Responsibility Committee oversees the implementation of the policy.

The policy has been communicated to some of the internal stakeholders from time to time.

2. If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options): Not Applicable
3. Governance related to BR

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

Annually

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Business Responsibility report is published in Annual Report and the same is available on website of the Company i.e. www.venkys.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The policy relating to ethics, bribery and corruption does not only cover the Company but also it is applicable to the stakeholders of the Company. The stakeholders of the Company include the employees and suppliers associated with the Company.

The Company has put in place policy which emphasizes on good ethical practices within the organization. The policy extends not only to the entire group but also to the Suppliers, Contractors of the Company. The Company, in its day to day operations, always accentuates on fair and transparent business practices which inter alia debars acceptance of bribe as well as giving bribe. While effectively monitoring the above practices in the organization the Company believes the agenda of "Corruption Free Business".

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

In the past financial year the Company has not received any complaint from its stakeholders in this segment.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

As a leader in poultry industry the Company has employed state of the art technology in its operations. The operations of the Company ensure that it shall not disturb the ecology and environmental balance surrounding to it. For this, the Company has adopted the latest technology which is at par with the global standards.

- (a) The “Venky’s XPRS” chain of retail outlets of the Company has put in place clean and best hygienic practices for preparation and serving food items at the restaurant as well as for the take away products.
- (b) The live bird operations of the Company ensure safety and optimal use of resources over the life-cycle of the product – from design to disposal. The waste generated from these operations is biodegradable in nature, is recycled and used in poultry activities and other allied activities like agriculture. The Company also regularly reviews and improves the process of new technology development, so as to incorporate social, ethical, and environmental considerations.
- (c) The Company is also in the business of processed chicken products which are being sold through retail outlets as well as through various chain of suppliers/ distributors. The Company ensures that the manufacturing processes and technologies required to produce these products are resource efficient and sustainable. It also follows all the statutory guideline pertaining to the packaging, disclosure of information which results in consumer awareness.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- (a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

The abovementioned operations/ technology results into use of less water at the plant. The water which is used in operational functions is being recycled and used in the plant itself for gardening and plantation purpose. The equipments used in the “Venky’s XPRS” retail chain outlet are based on electrical installation which eliminates usage of LPG gas which in turn reduces the environmental pollution.

- (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The products mentioned herein above even though are not being used by the consumers directly but in the process of design to disposal they are environment friendly products which has less adverse impact on the environment.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

- (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Apart from the required energy and water, inputs used in poultry industry are basically agricultural produce and land. The Company is effectively treating the water used in its farms, hatcheries, units and re-using the same. This reduces the requirement of fresh water substantially thereby saving water. The poultry industry is generally not a “High Technology Intensive Industry” and hence it has less environmental impact compared to other industries. The Company has in place the sustainable sourcing practices including transportation.



Venky's (India) Limited

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

The Company along with its poultry farming operations also carries out the business of poultry feeds and feed supplements. The main ingredients of the poultry feed are Soya and Maize. The Company directly procures the agricultural produce like soya from local farmers in the area where Company is operating, thereby eliminating the role of mediators. The Company while procuring good quality of material (Soya & Maize) from farmers gives them competitive rate in the market.

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company has from time to time interacted and educated farmers about latest available practices in farming. It has always encouraged the framers to produce the best quality of Soya and Maize. While doing this the Company has provided comfort to the farmers to buy their produces at remunerative prices.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company's live chicken business does not generate any hazardous waste. All the waste generated is bio-degradable and used in some form or other. Further in case of processed chicken products, the Company has set up rendering plants which recycles the waste generated and the same is re-usable. The Company believes in minimum waste generation and optimum resource utilization. In line with several environmental rules & regulations mandated by Central /State Government the Company has set up a mechanism for waste minimization and its recycling. The products which are being sold by the Company in the domestic market as well as outside India are packed in the recyclable material.

Principle 3

1. Please indicate the total number of employees: 5512
2. Please indicate the total number of employees hired on temporary/contractual/casual basis: 2820
3. Please indicate the number of permanent women employees: 529
4. Please indicate the number of permanent employees with disabilities: 7
5. Do you have an employee association that is recognized by management: Yes
6. What percentage of your permanent employees is members of this recognized employee association: 15%
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.: NIL

S. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/ forced labour/involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

The Company on a continuous basis provides knowledge upgradation and training to its employees and encourages them for keeping themselves updated with the current trends and changes in the market.

Principle 4

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes. The Company has made the analysis and has identified the internal and external stakeholders. The details of which are as follows:

a) Internal Stakeholders:

- 1) Employees
- 2) Suppliers/ Vendors
- 3) Shareholders
- 4) Customers

b) External Stakeholders

- 1) Government & Government Agencies
- 2) Society at large

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.

The Company has identified disadvantaged, vulnerable & marginalized stakeholders. To address the concerns of the weaker section of the society, the Company through its CSR activities strives to reduce hunger and poverty. Further it also provides for education to weaker section of society. For its employees the Company has provided medical insurance facilities and thereby has secured the health and wealth of vulnerable class of employees.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words

The Company, through Charitable Foundations, is involved in providing education and medical facilities to vulnerable and marginalized stakeholders. Further, the Company also provides free chicken and eggs to orphanages and other weaker section of society. The Company intends to provide good quality, safe and protein rich food such as eggs and chicken to disadvantaged section of the society thereby taking care of their daily food needs.

Principle 5

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

At present the policy covers the Company and its employees. The Company always respects rights of human beings and society at large and has inculcated the same values in its management systems. The Company strives to ensure that all its partners in the value chain are fitting in the broad parameters of such principles.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company did not receive any stakeholder complaints under this segment in the past financial year.

Principle 6

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

At present the policy covers the Company, its employees and its Group Companies.



Venky's (India) Limited

- 2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

The Company has state-of-the-art equipments and machinery installed at its farms, hatcheries and other production facilities. The Company always prefers recyclable and sustainable materials in its process of operations. These systems contribute towards addressing environmental issues such as climate change and global warming.

- 3. Does the Company identify and assess potential environmental risks? Y/N**

Yes. The Company has an ongoing process of identifying and assessing potential environmental risks due to its operations at all the units so that such risks can be avoided or mitigated in unavoidable circumstances.

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

All units of the Company are complying with the applicable environmental norms. The Company has done massive tree plantation at its units for a better environment.

- 5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

The Company is involved in livestock operations hence requires uninterrupted supply of electricity. It uses the best available eco-friendly power generators and other systems for its operations.

- 6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes

- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

As on 31.03.2019 there are no pending show cause / legal notices.

Principle 7

- 1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

The Company is a member of national level associations engaged in protecting interest of Poultry Farmers in India. It is a member of associations such as Poultry Development Promotion Council of India and also local associations such as Mahratta Chamber Of Commerce Industries & Agriculture.

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

The Company is always part of such initiatives which are beneficial to all the poultry farmers, big or small, of India which can be categorized in inclusive development policies and food security.

Principle 8

- 1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company is mindful of social and economic development of the society at large. India is a protein deficient country and the Company, being in the business of poultry, strives to provide protein rich sources of food at affordable prices. This is the foregoing objective of the Company resulting in promoting wellbeing of the society. Further, since most of the units of the Company are located in rural / remote

areas, the Company assures to include local persons in its operations, develop the surroundings through better roads, aided education and medical help.

2. Are the programmes/projects undertaken through in-house team/own foundation / external NGO/government structures/any other organization?

The projects are undertaken by the Company itself or through other charitable foundations etc.

3. Have you done any impact assessment of your initiative?

The impact assessment of the Company's efforts in this segment is an ongoing process and gradual increase in the wellbeing of the society is visible.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

For the financial year ended 31.03.2019 the Company has spent an amount of Rs. 254.19 Lakhs towards CSR activities which include community development activities.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company timely informs and educates the community on such activities undertaken by the Company and looks forward for active participation from them. Further, monitoring of such activities is done on periodical basis to ensure that the community is actually benefiting from the same.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

The Company is also engaged in business of processed chicken food products and quick service restaurant namely 'Venky's XPRS'. The Company always assures and is having the prime objective of providing a quality and safe product to its consumers. All the consumer complaints received during the financial year 2018-19 have been resolved to the satisfaction of the Complainant.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

The Company provides all the required information on package of the products, wherever applicable, as per statutory guidelines, including nutritional information and information related to preparation of the products.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Understanding consumer tastes and preferences is done by the Company from the past four decades. The Company has a dedicated customer feedback line and department. Also, the Venky's XPRS restaurants have a customer feedback register at every restaurant which provide insight into the consumer trends and helps in improvement.



Venky's (India) Limited

VENKY'S (INDIA) LIMITED

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

Date: May 10, 2019

Dear Shareholder(s),

Option for ECS Mandate / Bank Mandate

As an added service to our shareholders, we are pleased to offer the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders, through Electronic Clearing Service (ECS). Shareholders who would like to avail this facility are requested to fill up the mandate form provided on Page No.148 and submit the same to the Company' Registrar and Share Transfer Agent's office **latest by 10th September, 2019**. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on postal system, loss / damage of dividend warrants in transit and correspondence relating to revalidation / issue of duplicate dividend warrants.

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

Bank Mandate

Shareholders holding shares of the Company in physical form and who, for any reason, would not like to avail of the ECS facility being offered to such shareholders as mentioned above, are requested to furnish, (if not done earlier) in the mandate form provided on Page No.148, details of their Bank Account number and name of the Bank and the Branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof.

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

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

Yours faithfully,

For Venky's (India) Limited

**ROHAN BHAGWAT
COMPANY SECRETARY**

FORM FOR ECS MANDATE / BANK MANDATE

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

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

(Please tick (P) in the appropriate Box)

Folio No(s) _____

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

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

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

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

Notes :

1. Please submit this form to the Company's Registrar and Share Transfer Agent's office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. on or before 10th September, 2019.
2. Please attach a blank cancelled cheque or a photocopy of a cheque issued by your Bank relating to your above account.



Venky's (India) Limited

REGISTRATION OF E-MAIL ADDRESS FORM

To,

Bigshare Services Private Limited (Unit : Venky's (India) Limited)
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059

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

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

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

Place :

Date :

(Signature of Shareholder)

NOMINATION FORM (FORM NO.SH-13)

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

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

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

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

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

2. PARTICULARS OF NOMINEE/S :

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

3. IN CASE OF NOMINEE IS A MINOR :

Date of Birth	
Date of attaining majority	
Name of Guardian	
Address of Guardian	

Signature of Security Holder(s)

Name:

Signature of Nominee(s)

Name:

Witness:

Sign:

Name:

Address:

Date:

Place:



VENKY'S (INDIA) LIMITED

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

PROXY FORM

Form MGT-11

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on the Friday, 27th day of September, 2019 at 10.30 a.m. at Hotel Ramee Grand , Plot No. 587/3, Apte Road, Shivajinagar, Pune - 411004 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolutions	Vote* (Optional – See Note 3)		
		For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statements as at 31 st March, 2019 together with the Auditor's Report and Directors' Report thereon.			
2.	To declare Dividend			
3.	To re-appoint Mr. B. Venkatesh Rao as Director of the Company who retires by rotation and offers himself for re-appointment.			
4.	To appoint Ms. Uttara J. Desai as Director of the Company.			
5.	To re-appoint Lt. Col. Ashok Mahajan (Retd.) as Independent Director of the Company for a further period of 5 years.			
6.	To re-appoint Col. Surinder Kumar (Retd.) as Independent Director of the Company for a further period of 5 years.			
7.	To re-appoint Brig. Rajeshwar Singh (Retd.) as Independent Director of the Company for a further period of 5 years.			
8.	To re-appoint Brig. Amrit Kapur (Retd.) as Independent Director of the Company for a further period of 5 years.			
9.	To ratify remuneration of Cost Auditors.			

Signed this day of September, 2019 .

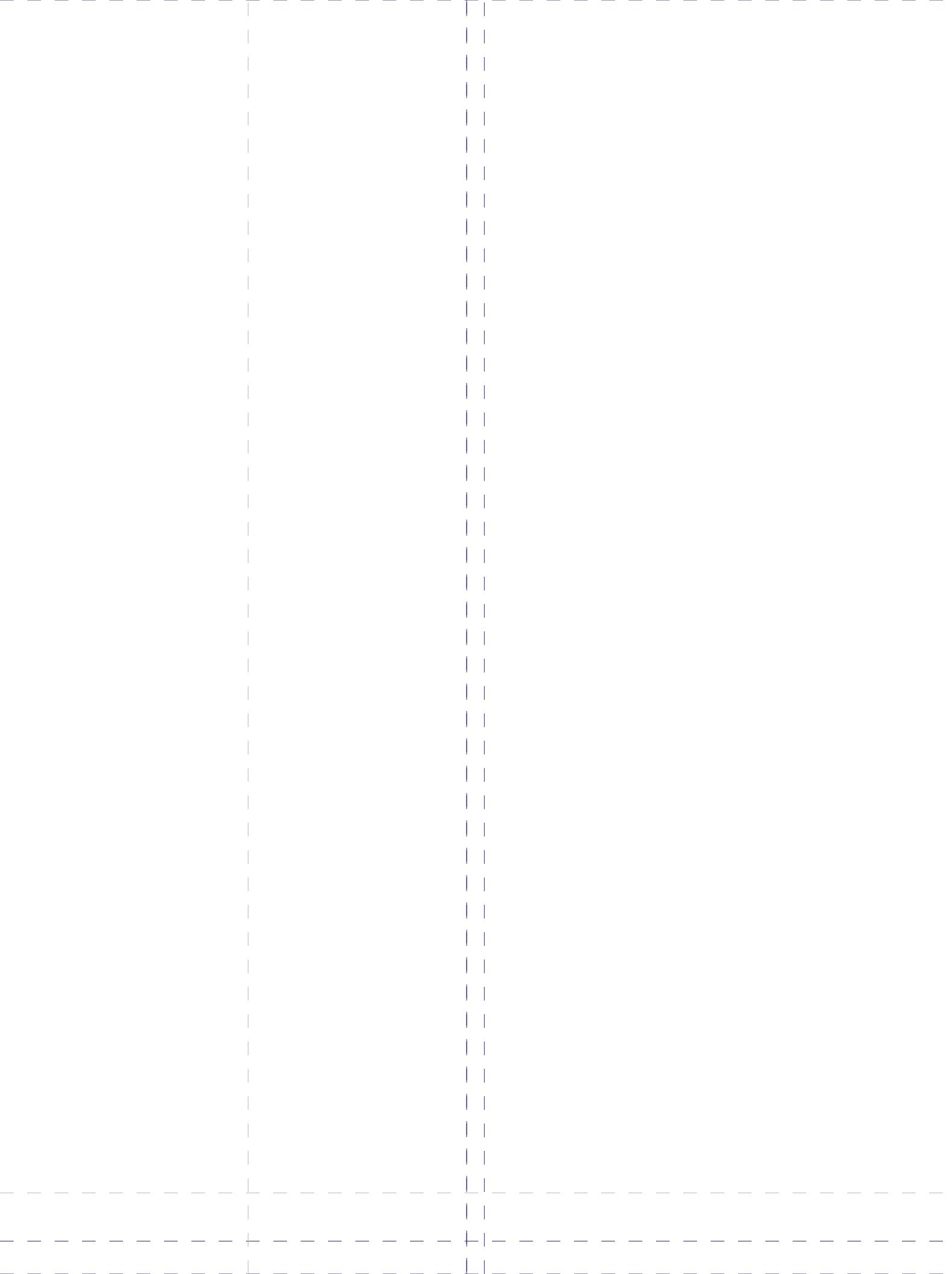
Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Re 1/-
Revenue
Stamp

Note :

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





VENKY'S (INDIA) LIMITED

Registered & Corporate Office:

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

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

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