

AHCL/ SE/ 38 / 2018-19

September 18, 2018

The National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E) Mumbai 400 051	BSE Limited Department of Corporate Services 1 st Floor, P.J. Towers Dalal Street Mumbai 400 001
Symbol : AMRUTANJAN	Scrip Code: 590006

Dear Sir / Madam,

Sub: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Eighty First (81st) Annual Report of our Company for the financial year 2017-18.

Request to take the above as compliance with the respective regulation of SEBI LODR and acknowledge receipt

Thanking You

Yours faithfully

For Amrutanjan Health Care Limited

M Srinivasan
Company Secretary & Compliance Officer



Amrutanjan Health Care Limited

103, (Old No. 42-45), Luz Church Road,
Mylapore, Chennai - 600 004
Tamil Nadu, India.
Tel : +91-44 - 2499 4465
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Fax : +91-44 - 2499 4585

E-mail : customercare@amrutanjan.com
Web Site : www.amrutanjan.com
Toll Free No. : 1 - 800 - 425 - 4545
CIN - L24231TN1936PLC000017



**ANNUAL REPORT
2018**

125

**Delivering healthcare with
scientific expertise and naturalness.
Since 1893.**

We at Amrutanjan are committed to creating and offering scientific products which are pure, natural and help people to be healthier, happier and live life to the fullest. Since 1893.



Our Values

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

To achieve leadership position in all our businesses.

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

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



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TEN YEAR RECORD

Rs. in lakhs

PARTICULARS	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
Sales	22,471.40	21,719.11	19,192.25	17,062.11	14,440.37	14,209.16	14,038.22	10,775.39	9,374.55	9,607.61
Other Income	572.82	724.61	573.05	469.43	283.71	426.64	449.26	483.22	605.19	695.57
Total Income	23,044.22	22,443.72	19,765.30	17,531.54	14,724.08	14,635.80	14,487.48	11,258.61	9,979.74	10,303.18
Profit Before Tax (PBT)	3,279.38	3,363.58	3,456.19	2,638.69	2,125.34	1,779.43	1,889.00	1,608.22	1,926.49	1,868.03
Provision for Taxation										
- Current tax & short provision of earlier years	1,320.00	1,167.18	1,163.76	920.00	715.00	589.93	650.00	416.43	750.37	735.71
- Deferred Tax	(37.92)	16.49	50.64	7.18	(41.97)	(22.46)	(117.49)	101.97	(39.51)	(78.57)
Profit after Tax (PAT)	1,997.30	2,179.91	2,241.79	1,711.51	1,452.31	1,211.96	1,356.49	1,089.82	1,215.63	1,210.89
Dividend	562.69 @	321.54	562.68	511.54	467.69	438.46	438.46	443.81	454.50	521.05
Fixed Assets & Non current Investments	3,512.35	3,526.44	3,670.37	3,056.03	2,960.08	4,790.09	5,394.60	10,069.30	6,823.21	1,861.74
Deferred Tax Asset	394.88	347.15	343.05	-	-	-	-	-	-	-
Other Financial assets & other Non Current Assets	355.29	529.41	222.88	-	-	-	-	-	-	-
Net Current Assets	9,124.92	7,838.44	6,226.24	7,569.22	7,487.71	5,502.08	4,970.80	3,270.05	3,326.39	7,862.96
Total	13,387.44	12,241.44	10,462.54	10,625.25	10,447.79	10,292.17	10,365.40	13,339.35	10,149.60	9,724.70
Represented by:										
Share Capital	292.31	292.31	292.31	292.31	292.31	292.31	292.31	303.00	303.00	310.17
Reserves	12,573.60	11,279.00	9,527.78	10,192.19	9,399.86	8,494.72	7,794.61	9,989.29	9,438.34	9,072.28
Net Worth	12,865.91	11,571.31	9,820.09	10,484.50	9,692.17	8,787.03	8,086.92	10,292.29	9,741.34	9,382.45
Loans	-	248.28	250.00	-	550.00	1,257.54	2,008.42	2,662.69	125.85	20.64
Non Current Liabilities	521.53	421.85	392.45	-	-	-	-	-	-	-
Deferred Tax Liability	-	-	-	140.75	205.62	247.60	270.06	384.37	282.41	321.61
Total	13,387.44	12,241.44	10,462.54	10,625.25	10,447.79	10,292.17	10,365.40	13,339.35	10,149.60	9,724.70
Earnings per share (Rs.)	6.83	7.46	15.34	11.83	9.94	8.29	45.71	35.97	40.03	38.07
Book value per shares (Rs.)	44.01	39.59	67.19	71.74	66.32	62.46	276.67	339.58	329.50	340.95
Dividend (%)	195.00 *	192.50	192.50	175.00	160.00	150.00	150.00	150.00	150.00	170.00

@ This represents the amount of two interim dividends paid for FY 2017-18 & final dividend paid for FY 2016-17. Provision has not been considered for the proposed final dividend

* Includes a final dividend of Re.0.85 (85%) per Equity Share (F.V. Re.1 each) recommended by the Board of Directors for the financial year ended 31st March 2018

Corporate Information

Board of Directors

S Sambhu Prasad
Dr. Pasumarthi S N Murthi
Dr. H B N Shetty
Dr. (Ms.) Marie Shiranee Pereira
Dr. S Vydeeswaran
G Raghavan
V Swaminathan

Chairman & Managing Director
 Non- Executive Director
 Non- Executive Independent Director
 Non- Executive Independent Director
 Non- Executive Independent Director
 Non- Executive Independent Director
 Non- Executive Independent Director

Key Managerial Personnel

N Swaminathan
M Srinivasan

Chief Financial Officer
 Company Secretary & Compliance Officer

Management Team

S Jeyakanth
Dr. J Ravichandran
R Narayanan
P Kannan

General Manager - Supply Chain Management
 General Manager - QC/QA/R&D
 General Manager - Sales
 General Manager - HR & Administration

Statutory Auditors

B S R & Co. LLP
 Chartered Accountants
 KRM Tower, 1st & 2nd Floor
 NO. 1, Harrington Road, Chetpet, Chennai

Bankers

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

Registered Office

No. 103 (Old no. 42-45), Luz Church Road
 Mylapore, Chennai - 600004
 Telephone : 044-24994164/ 24994146/ 24994465
 Fax : 044- 249994585
Email : shares@amrutanjan.com
Website : www.amrutanjan.com

Corporate Identity Number

L24231TN1936PLC000017

Factories

Alathur, Kancheepuram District, Tamil Nadu
 Uppal, Hyderabad
 Aranvoyal Village, Tiruvallur District, Tamil Nadu

Registrar & Transfer Agents

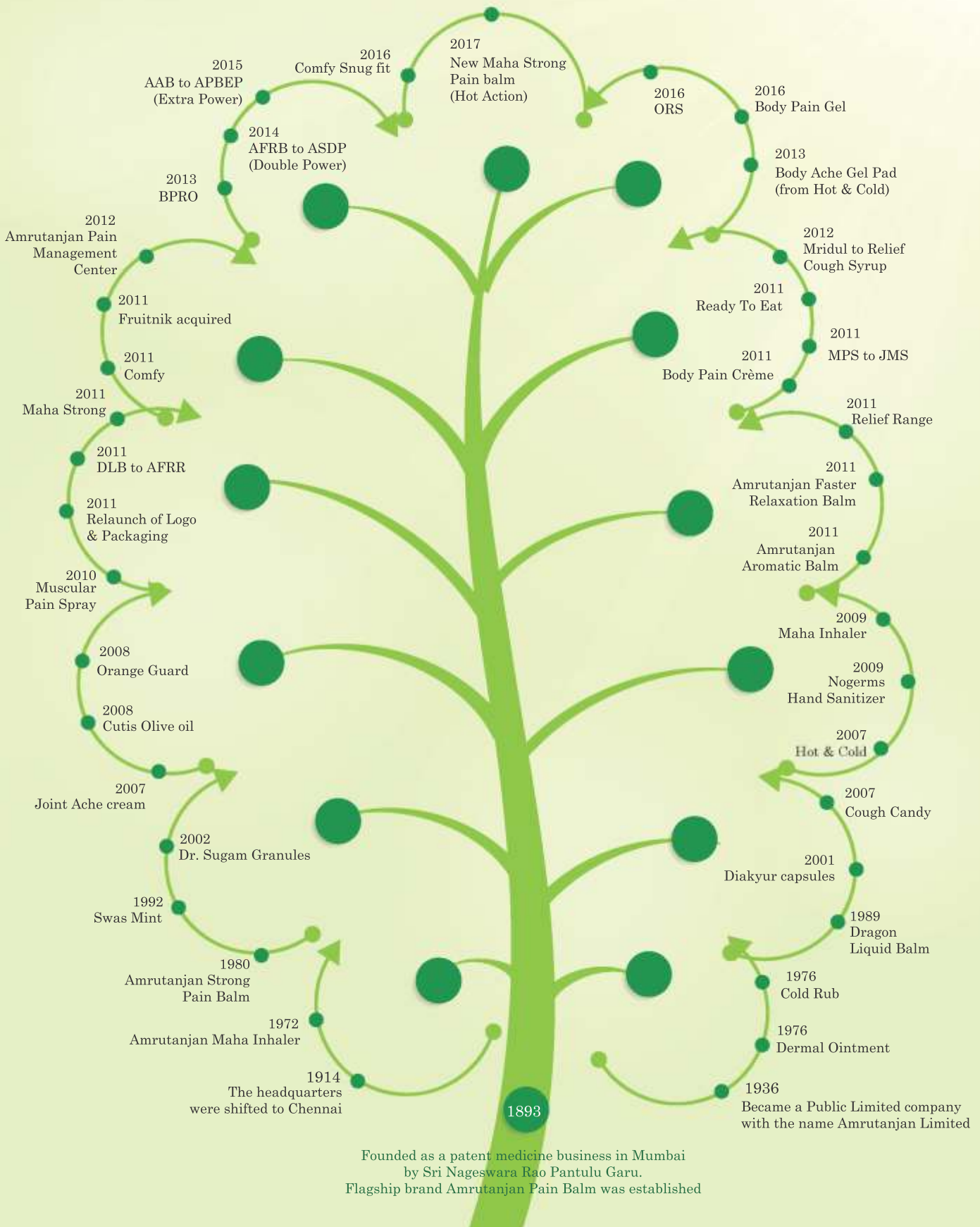
Cameo Corporate Services Limited
 "Subramaniam Building"
 No. 1, Club House Road, Chennai - 600002
 Telephone : 044- 28460390 (5 Lines), Fax: 044-24860129
Email : investor@cameoindia.com

Amrutanjan Brand Manifesto

- We stand for individual and family well being
- Our expertise lies in combining science with naturalness and we have been honing this since 1893
- We are committed to creating offerings which help people get rid of pain
- Our products will be efficacious in providing the relief which our consumers seek
- We endeavour to delight our customers through the experience we provide
- The products we make are pure and natural
- We are against using chemicals like Diclofenac which are harmful and have side effects which impact the larger environment as well
- We will stay loyal to our roots of Ayurveda, Naturalness and usage of herbs in our products



Amrutanjan repositioned with 'Pure Healthy Essence'
as its corporate promise to consumers
with new identity comprising a new logo,
a new tagline and different packaging



A momentous journey of 125 years



125 years of touching, caring and healing

One of India's most trusted brands, Amrutanjan enjoys unanimous loyalty among its customers. Amrutanjan, with its rich heritage and background, has blended ancient, natural Ayurvedic treatments with modern pharma research, methodology and expertise to provide a holistic range of healthcare to customers. Known, used and loved by millions across the country, Amrutanjan enjoys significant market share with its range of natural and scientific healing products. Today the brand covers the entire gamut of pain and congestion management.

Solutions Company

With a firm belief in innovation and advancement, Amrutanjan's pride is its R&D department, that's led by prominent scientists and supported by well-equipped manufacturing units in Chennai and Hyderabad. All Amrutanjan facilities are fully capable of providing tailor-made herbal preparations as per international market standards.

Market Reach

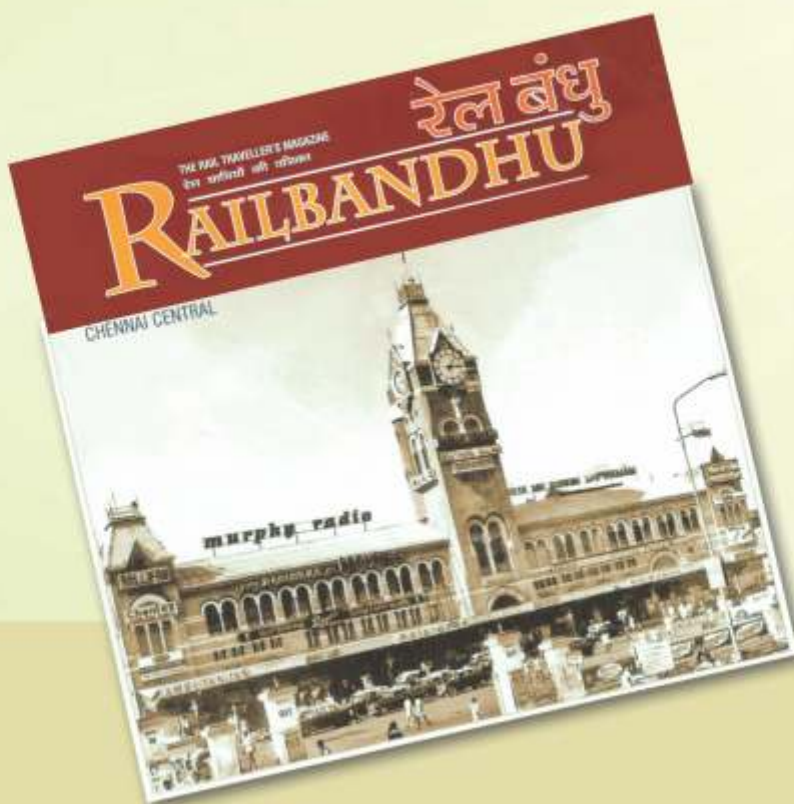
Amrutanjan's distribution network is one of India's largest and most well established. The company enjoys the strategic advantage and combined market strength of over 10,40,000 retailers and 1,850 stockists, which facilitates product presence even in remote villages of India. For decades now, Amrutanjan's highly effective products have benefited customers in international markets. Besides exports to the Middle East, African and neighbouring countries, plans are ahead to enter the US and Europe markets in a big way.

Change as a touchstone of excellence

The healing hands of Amrutanjan have touched every new generation since 1893. Being a dynamic business organization we have adopted new technology changes, yet retained our core vision and fundamental values. We will definitely be there to relieve that nagging headache our grandchildren would one day feel.



*Amrutanjan Pain Balm hoarding in Mysore.
This early 20th century picture was taken
during the Maharaja's Procession.*



Fragrance wins!

During World War II, an Indian PoW captured by the Japanese in Burma found an empty bottle of Amrutanjan lying outside his cell. He reached out, opened it and inhaled the smell of menthol and eucalyptus oil still emanating from it. Until his release, he later wrote to Amrutanjan, he sought comfort in that aroma, one which reminded him of home.

Source: The Economic Times

By Sruthi Radhakrishnan & Sangeetha Kandavel, ET Bureau. Sep 07, 2011.



125 years
Special edition pack

When Fischer asked Vishy for balm

We had come to talk to him about his World championship victory, but what got Viswanathan Anand - who returned home on Thursday night to a huge welcome - really excited was reminiscing about his only meeting with the brilliant, charismatic and completely eccentric former world champion Bobby Fischer, who died earlier this year. "I was lucky I got to meet him in 2006," said Anand fondly. "You saw this tall bearded man emerge from one of Reykjavik's apartment buildings. We've all seen pictures of Fischer, but seeing him in flesh, you looked again. It ended with him asking me if I was carrying any Amrutanjan balm. Apparently, he used to stock it up when he was in New Jersey, but couldn't find any in Iceland."

Source: The Times of India Siddharth Saxena TNN Nov 21, 2008

Headache

Pain Balm, Roll-on, Strong Pain Balm



Body pain

Back Pain Roll-on, Joint Muscle Spray, Body Pain Gel, New Maha Strong Pain Balm



Congestion

Cold Rub, Inhaler, Cough Syrup, Swas Mint



Women's Hygiene

The power to be you



Beverages

Lemon, Apple, Mango, Grape, Electro Plus ORS Apple Drink.





Fruitnik Electro+

The perfect solution for dehydration

Today's exhausting pace of living, hectic sports and exercise schedules can dehydrate severely. At such times, a fruit juice or energy drink may not be enough.

The need of the hour is a drink that rehydrates and helps you move on. Fruitnik Electro+ is the right solution as it helps regain salts and fluids lost due to dehydration.

Fruitnik Electro+ is ideal for



FATIGUE



VOMITTING



DIARRHOEA*



SPORTS & EXERCISE



TRAVEL & HOT CONDITIONS

*Not recommended for diarrhoea treatment - only facilitates fluid recovery

Rehydrate...Recharge...Move on.

THE MAP OF PAIN

180 Million

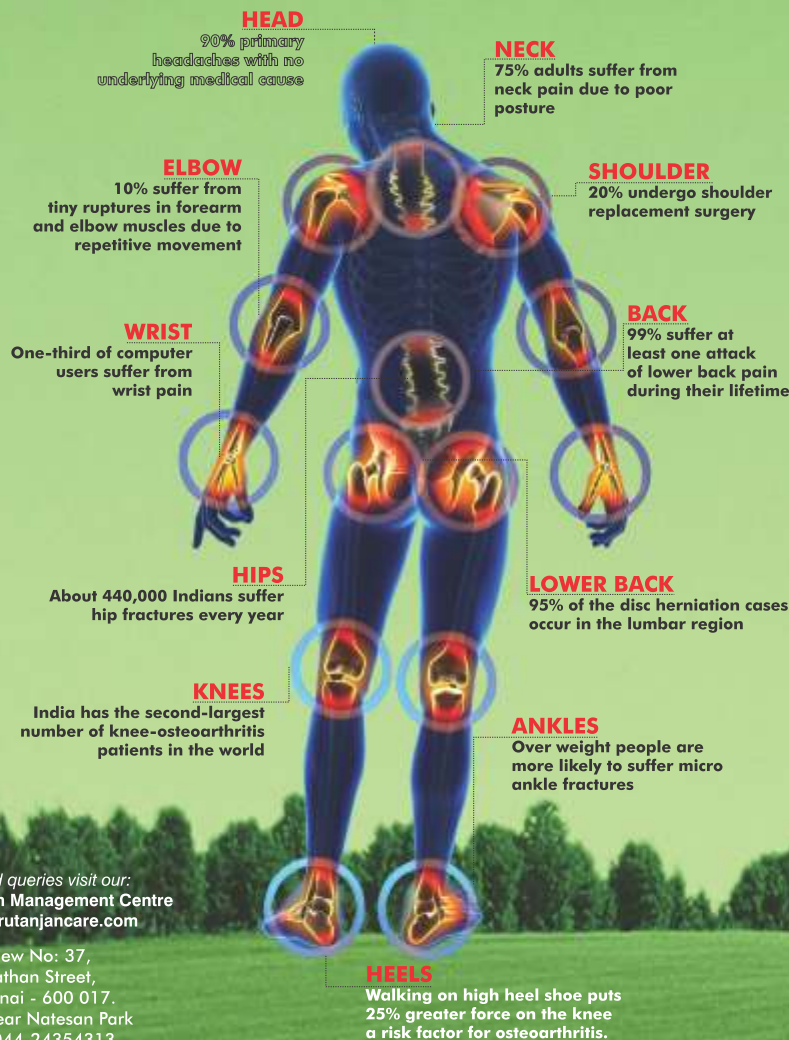
Indians suffer from arthritis

80%

urban Indians are vitamin D deficient which makes them prone to bone diseases

95%

take non-steroidal anti-inflammatory drugs (NSAIDs)



For pain related queries visit our:
Advanced Pain Management Centre
Web: www.amrutanjancare.com

Old No: 16, New No: 37,
Mylai Ranganathan Street,
T.Nagar, Chennai - 600 017.
Land Mark: Near Natesan Park
Phone : +91 044-24354313
Mobile : +91 72990 30000

Source: Pain Pract. 2014. Prevalence of chronic pain, impact on daily life and treatment practices in India by Dureja GP PHD Research Bureau, 2015.



BRAND EQUITY		
* MOST TRUSTED BRANDS		
— 2017 —		
2017 2016		
11	Samung (Samsung Durables)	27
12	Rin	40
13	Clinic Plus	19
14	Idea	36
15	Tata Salt	7
16	Maerl	25
17	Amul	29
18	Coca-Cola	28
19	State Bank of India	5
20	Glucos-D	32
21	Fair & Lovely	6
22	Alt Out	31
23	Kurume	33
24	Horlicks	15
25	Cadbury Dairy Milk	42
26	Reliance Jio	83
27	Big Bazaar	14
28	Goodnight	20
29	Tata Tea	38
30	Honda (as a service)	45
31	Thums Up	44
32	Vicks	50
33	Head & Shoulders	16
34	Dabur Toothpaste	34
35	Dove	12
36	Close-up	26
37	Fevicol	56
38	Pesonident	39
39	Ujala	86
40	Vim	63
41	Ariel	13
42	Pepsi	22
43	Bournville	17
44	Surf	10
45	Pond's	18
46	Santik	51
47	Moov	35
48	Vaseline	45
49	Bonplus	54
50	Nirma	82
51	Sunfeast (as a service)	73
52	Tide	30
53	Harpic	41
54	Complan	40
55	Himalaya	78
56	BSNL	37
57	LG (as a service)	64
58	WhatsApp	57
59	Everest Masala	81
60	Patanjali (as a service)	109
61	Maxxa	21
62	Facebook	87
63	Sprite	60
64	LIC (as a service) (as a service)	89
65	Park	151
66	Pantene	58
67	LG Consumer Durables	59
68	Hajmola	85
69	Johnson & Johnson	53
70	Godrej No. 1	101
71	Patanjali Personal Care	69
72	Patanjali Dant Kanti	124
73	Godrej Hair Dye	110
74	Eno	102
75	Santoor	117
76	Aashirvadi	77
77	Suzuki (as a service)	149
78	Usha	67
79	Amrutanjan Balm	134
80	Cornel	47
81	YouTube	NE
82	Haldirams	68
83	Wheel	76
84	Tajmahal Tea	99
85	ICICI Bank	93
86	Sony Consumer Durables	70
87	Index	92
88	Hero (as a service)	46
89	Bank of India	74
90	Zandu	100
91	Royal Enfield	216
92	Parachute	NE
93	Kit Kat	62
94	Maruti	71
95	Prestige	123
96	Philips	105
97	Vivo	NE
98	Garnier	72
99	Lays	108
100	Nestle Milk Chocolate	135



More reason to celebrate

AMRUTANJAN IS INDIA'S MOST TRUSTED PAIN BALM



- ★ Amrutanjan moves up from a ranking of 134 in 2016 to **79** in 2017
- ★ Amrutanjan is among the top 5 gainers across various categories in India
- ★ Amrutanjan is ranked 6th among OTC top 10 brands in India



OTC
2017 2016

1	Glucos-D	1
2	Vicks	3
3	Moov	2
4	Hajmola	4
5	Eno	7
6	Amrutanjan Balm	11
7	Index	5
8	Zandu	6
9	Dermocol	12
10	Crocin	11

Gainers Losers
Biggest Gainers in Top 100 Brands of 2017

Rank	Brand	2017 Rank	2016 Rank	Ranking
1	Amrutanjan Balm	79	134	125
2	Perk	85	151	86
3	Santik (as a service)	73	149	73
4	Amrutanjan Balm	79	134	125
5	Amrutanjan Balm	79	134	125

Biggest Declines in Top 100 Brands of 2017

Rank	Brand	2017 Rank	2016 Rank	Ranking
1	Hero (as a service)	88	46	143
2	Moov	87	21	142
3	Surf	84	10	144
4	Orincol	80	47	133
5	Kit Kat	84	62	135



Kasinadhuni Nageswara Rao

Nageswara Rao was born on May 1, 1867 in Elakurru village of Gudivada Taluk in Krishna District to Smt Shyamalamba and Sri Butchaiah. Nageswara Rao was fond of stage plays from his boyhood. This interest was to prove prophetic as it helped him promote fine arts in his later life.

In 1885 after completing his matriculation, he left for Madras to study in Christian College. During his stay here, he studied many books on Ayurveda. Combining this knowledge with the experience he gained while working in a medical shop in Calcutta helped him prepare some medicines. He made a catalogue of them and sent it to many places. He prepared a medicine for headache and other pains and called it 'Amrutanjana'.

In a short period of time, the medicine became popular as a pain reliever. In 1908 he introduced Amrutanjana into the market. Through poems and songs he advertised the product. The money he earned was given as generous donations to the needy and this earned him the epithet of Viswadatta or universal Benefactor from Mahatma Gandhi.

A journalist, nationalist, freedom fighter, entrepreneur and politician, "Desodharaka" Sri Nageswara Rao Pantulu Garu, was a man with a mission. A mission to serve the people. Through his newspaper Andhra Patrika, he proclaimed to the world the glory of the Andhras, their history and culture. As an ardent propagator of the Andhra Pradesh Library Movement he ensured that as many as 120 libraries were established. His participation in the Salt Satyagraha signaled his unconditional support to the national movement. And with Amrutanjana, his most spectacular contribution, he offered a world-class pain balm and helped millions kick out pain.

A true Karma Yogi, "Desodharaka" Sri Nageswara Rao Pantulu Garu was selfless in word and deed.





LETTER FROM THE CHAIRMAN AND MANAGING DIRECTOR

Dear Valued Owners,

The year 2017-18 saw your company deliver revenue growth of 6.5% inspite of challenging macro environment and disruption in trade due to GST implementation.

This is the first time in five years that we saw revenue drop below the double-digit mark but we were able to go back to double-digit growth in the last two quarters. Your management team has successfully executed the migration to the new tax regime with no shortcoming in compliance.

This year marks the 125th anniversary of Amrutanjan Pain Balm, the namesake of your company and flag ship pain product of India. The product that was recently ranked 6th amongst top 10 OTC brands and 79th among India's top 100 in Times of India's Most Trusted Brand ranking among consumers, has weathered competition from domestic and international players. Your brand Amrutanjan also has seen the highest market share in the last 12 quarters because of management focus on execution and fundamentals.

The company's foray into Sanitary napkins a few years ago is continuing to show signs of initial success with the brand Comfy clocking a revenue of 19.62 cr compared to 8.3 cr the previous year. The product has gained acceptance in states like UP and MP where our core OTC business has been traditionally weak.

Another success for Amrutanjan in the recent years has been the roll-on format which in spite of intense competition from large players in the body pain space, has garnered a small but growing satisfied user base. Our Body roll-on and head roll-on are sought after due to their unique formulation and portability. This is an innovation success for the company.

Rehydration is a big area of focus for your company, in addition to pain management and women's hygiene. The ORS (oral rehydration salt) category which was dominated by one brand is seeing growth due to new entrants challenging the status quo. The category expansion is driven by consumer habit shift towards a more active lifestyle, propensity to self medicate etc. Our Electroplus ORS brand has shown robust sales growth by doubling sales to 6.5cr.

This letter is supposed to be a candid analysis of the company's operations and the future for the benefit of the stakeholders. Here is a synopsis of our strengths and challenges:

- Ability of the company to bring quality and innovative products to the market at a relatively fast clip.
- Ability of the company to invest in the brands and fight competition today, which was not the case a decade ago.
- Go to market: This is the biggest area of focus for the company (management) as this is the core process of any fmcg company. At the core of GTM (go to market) is distribution of the products. In Indian fmcg, organizations that excel in GTM (go to market) make it and the rest fail. This is the bottom line. The brand Amrutanjan is enjoying the highest equity (measured through Nielsen and surveys) and it is a mandate for the management team to ensure we make the products available at all channels: chemists, grocers, modern trade and online. We have signed up with Amazon and other online retailers to offer our range of products.
- First time right: We are working to build the culture of being a "first time right" organization.
- Challenges: The critical challenge in addition to distribution expansion (in new states) is the inflation experienced in key raw materials. The top three raw materials used in the pain business have seen prices increase 4-5 fold the last ten years! This has resulted in gross margin drop for two consecutive years and the immediate future also looks similar.

As I have written in earlier letters, while we are a century old company (125 years to be exact), we are also building new capabilities in many areas. At roughly 250 crore of revenue and the time lapsed we have to scale up our company faster. We are doing just that by focusing on few opportunities (Pain management, Women's hygiene for instance) and building world-class processes.

We continue to build upon the philanthropic legacy of the founder, Desoddharaka Kasinadhuni Nageswararao Pantulu Garu, by supporting various CSR programs.

Sincerely,

S Sambhu Prasad

NOTICE TO MEMBERS

NOTICE is hereby given that the Eighty First (81st) Annual General Meeting ("AGM") of Amrutanjan Health Care Limited will be held on Monday, September 17, 2018 at 10:30 A.M. (IST) at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No.254), T.T.K. Road, Chennai 600 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividends of Rs. 2.20/- (Two Interim Dividends of Rs. 1.10/- each) per equity share of Rs. 2/- each already paid and to declare Final Dividend of Re. 0.85/- per Equity share of Re. 1/- each for the financial year 2017-18.

SPECIAL BUSINESS:

Special Resolution

3. 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 provisions of Section 149, 152(6) and such other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, **Dr. Pasumarthi S N Murthi (DIN 00051303)**, Non-Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed, as a Non-Executive Director and the appointment shall be subject to retirement by rotation."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby also accorded to re-appoint Dr. Pasumarthi S N Murthi (DIN 00051303) as a Non- Executive Director notwithstanding that he has already attained the age of 75 years."

4. 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 provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. G Raghavan (DIN :00820000)**, Independent Director of the Company who holds office upto the conclusion of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the Eighty First (81st) Annual General Meeting upto the conclusion of the Eighty Sixth (86th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

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 provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **Mr. V Swaminathan (DIN:06953687)**, Independent Director of the Company who holds office upto the conclusion of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the Eighty First (81st) Annual General Meeting upto the conclusion of the Eighty Sixth (86th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Dr. H B N Shetty (DIN 00015465)**, to continue his office as an Independent Director until the expiry of his current term notwithstanding that he has already attained the age of 75 years".

NOTICE TO MEMBERS - (Contd.)

Ordinary Resolution

7. 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes payable to **Mr. G Thangaraj** (Reg. No. 100464), Cost Accountant, who was appointed by the Board of Directors as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ended March 31, 2019 be and is hereby approved."

By Order of the Board
For **Amrutanjan Health Care Limited**

Place: Chennai
Date: August 9, 2018

M Srinivasan
Company Secretary & Compliance Officer

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

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

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

Email : shares@amrutanjan.com

Website : www.amrutanjan.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed, stamped and signed, not less than FORTY EIGHT (48) hours before commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc, must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total voting share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total voting share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. Corporate Members/FILs/Financial Institutions intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board resolution/such other documents authorizing their representatives to attend and vote at the AGM well in advance.
4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the Special Businesses to be transacted at the meeting is annexed hereto.
6. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their re-appointment
7. For the purpose of determining the eligibility for payment of annual dividend, the shareholders holding shares as on September 10, 2018 in dematerialised mode and the shareholders holding shares as on September 17, 2018 in physical mode will be considered. The Register of Members and the share transfer books will remain closed from **Tuesday, September 11, 2018 to Monday, September 17, 2018 (both days inclusive)**. Transfers received during book closure, if any, will be considered only after reopening of the Register of Members.

NOTICE TO MEMBERS - (Contd.)

8. Members are requested to note that the Company's Equity Shares are under compulsory demat mode of trading. Members who have not yet dematerialized their physical share-holdings in the company are advised to avail the facility of dematerialization of equity shares of the company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single-folio.
11. Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, the dividend which remains unclaimed for the period of seven (7) years from the date of declaration would be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government and the shareholders would be able to make claims to the amount of dividends transferred to the Fund only after following the prescribed process. Accordingly, during the Financial Year 2017-18, the Company has transferred the unclaimed dividends pertaining to the Financial Year 2009-10 (Final Dividend) amounting to Rs. 7,04,460/- and 2010-11 (Interim Dividend) amounting to Rs. 3,78,215/- to IEPF. Members who have not yet encashed their dividend warrants/ payment instrument(s) for the subsequent years are requested to make their claims to the Company's Corporate office or to the Company's Registrar and Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramaniam Building", No.1, Club House Road, Chennai 600 002 immediately. The Company has provided / hosted the required details of unclaimed dividend on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

The Company is required to transfer to IEPF Authority the shares in respect of which the dividend is not claimed for seven (7) consecutive years and such dividend/ shares can be claimed by respective members from IEPF authority by following the prescribed procedure.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
13. The members holding shares in demat format are requested to update their email addresses with their depository participant to ensure that the Annual Report and other documents reach you on your preferred email account in order to save paper and participate in the "Green Initiative" of the Ministry of Corporate Affairs.
14. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays between 10.00 a.m. and 5.00 p.m. up to and including the date of the Annual General Meeting.
15. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven (7) days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.
16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the RTA in the prescribed Form SH 13 for this purpose.
18. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
19. Members may also note that the Notice of the Eighty first (81st) AGM and the Annual Report for 2017-18 will be available on the Company's website www.amrutanjan.com and also on the website of the Stock Exchanges respectively, www.nseindia.com and www.bseindia.com. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days except Saturdays. Even after registering for e-communication, Members are entitled to receive such communication in physical form upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: shares@amrutanjan.com.
20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 17, 2018.

NOTICE TO MEMBERS - (Contd.)

21. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI LODR, the Company provides the Members the facility to exercise their right to vote at the 81st AGM by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

Procedures for shareholders voting electronically are as under:

- (i) The e-voting period begins on **Friday, September 14, 2018 (9.00 a.m. IST)** and ends on **Sunday, September 16, 2018 (5.00 p.m. IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. During this period, Members of the Company, holding shares as on the cut- off date, **Monday, September 10, 2018** may cast their votes electronically.
- (ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut - off date September 10, 2018 (Monday).
- (iii) Mr. P Sriram of M/s. P Sriram & Associates, Practising Company Secretary (Membership No. FCS 4862), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against forthwith to the Chairman of the Company.
- (v) Voting is provided to the members through E-voting and at the Annual General Meeting of the Company. A member can opt for only one mode of voting i.e either through e-voting or at the Annual General Meeting of the Company.
- (vi) If a Member casts votes by both modes, then voting done through E-voting shall prevail.

The results shall be declared not later than two (2) days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.amrutanjan.com and on the website of CDSL within forty eight (48) hours of AGM and communicated to the National Stock Exchange of India Limited where the shares of the Company are listed.

Instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DPID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the image verification as displayed and click on Login.
- (v) If you are holding shares in the demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

NOTICE TO MEMBERS - (Contd.)

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field (Sequence number has been provided as Serial Number (SL No) in the Address Label. ➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ➤ Please enter the DOB or Bank Details in order to login. If 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant resolutions on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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.
- (xviii) **Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

NOTICE TO MEMBERS - (Contd.)

- The list of accounts 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.
- (xix) 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.

By order of the board
For Amrutanjan Health Care Limited

M Srinivasan
Company Secretary & Compliance Officer

Place: Chennai
Date: August 9, 2018

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

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NOTICE TO MEMBERS - (Contd.)

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned under Item no's 3 to 7 of the accompanying notice.

Item No. 3 - Re-appointment of Dr. Pasumarthi S N Murthi (DIN: 00051303)

Dr. Pasumarthi S N Murthi (DIN: 00051303), Non- Executive Director, joined the Board of the Company on August 5, 1989 and his current tenure is expiring on the conclusion of the ensuing AGM. Dr. Pasumarthi S N Murthi holds a Medicine degree and a Bachelor Degree in Science. He also holds Fellowship of the Royal College of Surgeons (FRCS- Edin U.K) and is a Fellow Member of International Medical Sciences Academy (FIMSA). Dr. Pasumarthi S N Murthi is a retired consultant surgeon with wide experience in the field of Medicine and is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues on the products of the Company

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, Section 149, 152(6) and such other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Nomination and Remuneration Committee discussed the matter and recommended the re-appointment of Dr. Pasumarthi S N Murthi as Non- Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

The Board after considering the skill, knowledge, immense experience and expertise in the field of medicine, active participation in the meetings, valuable guidance and the fulfilment of the conditions specified in the Act and the Rules framed thereunder, and based on the recommendations of Nomination and Remuneration Committee, has recommended the resolution for approval of shareholders by way of special resolution.

Except Dr. Pasumarthi S N Murthi, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item no. 3.

The Board recommends passing the resolution set out in Item No. 3 of this Notice as special resolution.

Item No.4 - Re-appointment of Mr. G Raghavan (DIN :00820000)

Mr. G Raghavan (DIN: 00820000) joined the Board of the Company as an Independent Director on September 18, 2015. Mr. G. Raghavan is a MBA from IIM- Ahmedabad and holds a bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Other courses / programs that Mr.Raghavan has undergone are Executive Program from Darden (University of Virginia) Business School, Managing e-commerce by National University of Singapore and Berkeley, USA and a Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland.

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

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

In compliance with Schedule IV of the Act, the Board has evaluated performance of the Director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience, sharing of industry trends, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of Directors carried out during his term as Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. G Raghavan, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (81st) upto the conclusion of the Eighty Sixth (86th) AGM in 2023 and the Board in its meeting held on August 9, 2018, approved the re-appointment subject to the members' approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company, and shall be eligible to be reappointed for another term of five years subject to passing of special resolution and disclosure in the Board's report and in the opinion of the Board, fulfil the conditions specified in the Companies Act, 2013 and the other applicable provisions and rules thereof.

NOTICE TO MEMBERS - (Contd.)

Mr. G Raghavan has given a declaration under Section 149(6) & Schedule IV of the Act to the Company declaring his Independence. The terms and conditions of re- appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday upto the date of AGM.

The Board after considering the skill, knowledge, immense experience, active participation in the meetings and the fulfilment of the conditions specified in the Act and the Rules framed thereunder, recommends the re-appointment of Mr. G Raghavan as it would be of immense benefit for the Company and is desirable to continue to avail his services as an Independent Director of the Company.

Except Mr. G Raghavan, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item no. 4

The Board recommends passing the resolution set out in Item No. 4 of this Notice as special resolution.

Item No. 5 - Re-appointment of Mr. V Swaminathan (DIN : 06953687)

Mr. V Swaminathan (DIN: 06953687) joined the Board of the Company as an Independent Director on September 18, 2015. Mr. V. Swaminathan is a Commerce graduate from Madras University and also a Chartered cum Cost Accountant. He has over 28 years of post qualification experience in the field of Finance in various industries.

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

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

In compliance with Schedule IV of the Act, the Board has evaluated performance of the Director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience, sharing of industry trends, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of Directors carried out during his term as Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. V Swaminathan, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (81st) upto the conclusion of the Eighty Sixth (86th) AGM in 2023 and the Board in its meeting held on August 9, 2018, approved the re-appointment subject to the members' approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible to be reappointed for another term of five years subject to passing of special resolution and disclosure in the Board's report and in the opinion of the Board, fulfil the conditions specified in the Companies Act, 2013 and the other applicable provisions and rules thereof.

Mr. V Swaminathan has given a declaration under Section 149(6) & Schedule IV of the Act to the Company declaring his Independence. The terms and conditions of re- appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday upto the date of AGM.

The Board after considering the skill, knowledge, immense experience, active participation in the meetings and the fulfilment of the conditions specified in the Act and the Rules framed thereunder, recommends the re-appointment of Mr. V Swaminathan as it would be of immense benefit for the Company and is desirable to continue to avail his services as an Independent Director of the Company.

Except Mr. V Swaminathan, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out in Item no. 5.

The Board recommends passing the resolution set out in Item No. 5 of this Notice as special resolution.

Item No. 6 - Re-appointment of Dr. H B N Shetty (DIN: 00015465)

Dr. H B N Shetty (DIN: 00015465), Independent Director was re-appointed on September 21, 2017 in terms of Companies Act, 2013 for a period of five (5) years which concludes at the Eighty Fifth (85th) Annual General Meeting.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

NOTICE TO MEMBERS - (Contd.)

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, Nomination and Remuneration Committee discussed the matter and recommended his continuation of office as an Independent Director for the remaining period of his term.

Earlier he has served as a Collector in various places and was in charge of many Government departments viz., Labour and Industry and retired as Education Secretary in the Government of Tamil Nadu. After his retirement, he was appointed as Vice-Chairman, State Appellate Tribunal, Land Reforms with the rank of a High Court Judge.

The Board after considering the skill, knowledge, immense experience, expertise in his respective field, active participation in the meetings, valuable guidance and the fulfilment of the conditions specified in the Act and the Rules framed thereunder and based on the recommendations of Nomination and Remuneration Committee, has recommended the resolution for approval of shareholders by way of special resolution.

Except Dr. H B N Shetty, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing the resolution set out in Item No. 6 of this Notice as special resolution.

Item No. 7 - Cost Auditor Remuneration

Pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the applicable products of the Company. As per the Act, remuneration payable to the cost auditor is required to be approved by the members of the Company. The Board of Directors of the Company at its meeting held on August 9, 2018 had considered and approved the appointment of Mr. G Thangaraj, Cost Accountant (Registration No: 100464) as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes.

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

The Board of directors accordingly recommends the resolution set out in Item No.7 of the accompanying Notice for the approval of members.

By order of the board
For Amrutanjan Health Care Limited

Place: Chennai
Date: August 9, 2018

M Srinivasan
Company Secretary & Compliance Officer

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

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

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Website : www.amrutanjan.com

NOTICE TO MEMBERS - (Contd.)

Information about directors seeking re-appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2)

Name of the Director & DIN	Dr. Pasumarthi S.N. Murthi (DIN 00051303)	Mr. G. Raghavan (DIN 00820000)	Mr. V. Swaminathan (DIN 06953687)	Dr.H B N Shetty (DIN 00015465)
Date of Birth & Age	11 th August, 1934; 84 years	1 st March, 1957; 61 years	14 th April 1965; 53 years	11 th April, 1932; 86 years
Date of Original Appointment	5 th August, 1989	15 th May, 2015	15 th May, 2015	31 st July, 2003
Educational Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA	MBA from IIM-Ahmedabad Bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Executive Program from Darden (University of Virginia) Business school, Managing e-commerce by National University of Singapore and Berkeley, USA Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland	Commerce graduate from Madras University and also a Chartered cum Cost accountant	M.A. (Chemistry), M.L., Ph.D
Expertise in Specific Functional Area	Retd. Consultant Surgeon with wide experience in the field of Medicine. He is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues relating to the products of the Company	Business Strategy, Business Development, Performance Management and Leadership Development	Has over 28 years of post qualification experience in the field of Finance in various industries	Retired IAS officer
Terms and Conditions of appointment	Appointment is subject to retirement by rotation	For detailed terms and conditions, please refer website www.amrutanjan.com	For detailed terms and conditions, please refer website www.amrutanjan.com	For detailed terms and conditions, please refer website www.amrutanjan.com
Last drawn remuneration	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report
Remuneration sought to be paid	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	Sitting fees and Commission as approved by the Board from time to time within the statutory limits
List of other Companies in which Directorships held	Nil	Milestone Buildcon Private Limited	Heidelberg India Private Limited Gallus India Private Limited	Nil
Chairmanship/Membership of Committees of Board of Directors of other Companies	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year	Four (4)	Four (4)	Four (4)	Four (4)
Shareholding	6,64,390 equity shares	28,000 equity shares	500 equity shares	Nil
Relationship with other Directors/ Manager/ KMP	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited

BOARD'S REPORT

Your Directors have pleasure in presenting the Eighty First (81st) Annual Report of the Company along with the Audited financial statements for the year ended March 31, 2018.

1. FINANCIAL RESULTS

Particulars	(Rs. In Lakhs)	
	For the Current Year ended 31 March 2018	For the Previous Year ended 31 March 2017
Profit before Interest and Depreciation	3,412.15	3,728.00
Less: Interest	12.68	13.44
Depreciation & Amortisation	290.59	204.79
	303.27	218.23
Profit Before exceptional items	3,108.88	3,509.77
Exceptional Items	186.68	-
Profit from continuing operations before tax	3,295.56	3,509.77
Provision for Taxation		
- Income Tax	(1,320.00)	(1,167.18)
-Deferred Tax	29.36	(31.60)
-Short Provision for Income Tax of earlier years	-	-
Profit from continuing operations	2,004.92	2,310.99
Loss from discontinued operation after tax	(7.62)	(131.08)
Profit for the year	1,997.30	2,179.91
Net other comprehensive income not to be reclassified subsequently to profit or loss	(25.46)	(41.69)
Total comprehensive income for the year	1,971.84	2,138.22
Add:		
Transfer from Profit & Loss Account	-	-
- Surplus from previous year brought forward	6,141.88	4,390.65
Profit for Appropriation	8,113.72	6,528.87
Appropriations:		
Final Dividend paid	241.15	-
Tax on Final Dividend	49.09	-
Interim Dividend paid	321.54	321.54
Tax on Interim Dividend	65.46	65.46
Balance Profit Carried to Balance Sheet	7,436.48	6,141.88
	8,113.72	6,528.87

BOARD'S REPORT - (Contd.)

2. PERFORMANCE OF YOUR COMPANY

Your Company witnessed a 6.51% growth in turnover during the financial year 2017-18 with total Gross Sales of Rs. 249.27 Crores as against Rs. 234.01 Crores during the previous financial year.

OTC and Beverages Business - Performance at a Glance

Particulars	2017-18	2016-17	CHANGE %
Production - Tonnes	796.08	824.93	(3.50)
Kilo Ltrs	6898.54	6183.25	11.57
Sales Volume -Tonnes	740.74	733.21	1.03
Kilo Ltrs	5994.09	6294.04	(4.77)
Sale Value (in Crores)	224.71	217.19	3.46
Operating EBITDA (in Crores)	36.09	36.94	(2.32)
Operating EBITDA Margin (%)	16.06	17.01	(5.59)

3. DIVIDEND

The Board of Directors after considering the profits projected for the year 2017-18, had declared and paid two interim dividends during the year. Details of the Interim Dividend paid and the final dividend recommended are as below:

i. Interim Dividend:

S. No.	Date of Board Meeting approving the Dividend	Rate of Dividend (in Rs.) per share of Rs. 2 each	% of Interim Dividend to Face Value	Total Amount of Interim Dividend (in Rs.)	Date of Payment
1.	November 9, 2017	1.10	55%	1,60,76,847	November 22, 2017
2.	February 13, 2018	1.10	55%	1,60,76,847	February 28, 2018
TOTAL		2.20	110%	3,21,53,694	

The Company has borne the entire dividend distribution tax of Rs.65.46 lakhs towards the two interim dividends paid to the equity shareholders.

ii. Final Dividend:

The Board has proposed a final dividend of Re. 0.85/- per equity share of face value of Re. 1/- each subject to the approval of the shareholders in the upcoming Eighty First (81st) Annual General Meeting. The members who are holding shares as on **September 10, 2018** in dematerialised mode and the members holding shares as on **September 17, 2018** in physical mode will be paid dividend within 30 days of declaration of the dividend. With respect to the shares held in dematerialised form, it would be paid to the members whose names are furnished by NSDL and CDSL as owners on the record date. The dividend is paid as per the Capital Return Policy of the Company available at the web-link <https://www.amrutanjan.com/pdf/CRP.pdf>.

4. AMOUNT CARRIED FORWARD TO RESERVES

No amount was carried forward to reserves for the year ended March 31, 2018.

5. SHARE CAPITAL

The paid-up equity share capital as on March 31, 2018 was Rs.2,92,30,630 (1,46,15,315 shares of Rs. 2/- each). During the FY 2018-19 the Company has sub- divided each share of Rs. 2/- (Rupees Two only) to 2 (Two) shares of Re. 1/- (Rupee One only) each.

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

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

6. FIXED DEPOSITS

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V (Acceptance of Deposits by Companies) of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and was not holding any amount under Fixed Deposit Account as on March 31, 2018.

7. FINANCE

The cash and cash equivalent as at March 31, 2018 was Rs. 29.24 Crores. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with with Companies (Meetings of Board and its Powers) Rules, 2014 and details as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) are given in Notes to the Financial Statements.

9. MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

In terms of Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the MDA report of the Company capturing the performance, industry trends and other material changes with respect to your Company are presented in "**ANNEXURE A**" of this Report.

BOARD'S REPORT - (Contd.)

10. CORPORATE GOVERNANCE

Your Company has complied with the requirements of Regulation 34 read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR) and the following Reports/ Certificates form part of this report :

- a) The Management Discussion & Analysis Report ("**ANNEXURE A**")
- b) The Report on Corporate Governance ("**ANNEXURE B**")
- c) The Certificate duly signed by the Chairman & Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2018 as submitted to the Board of Directors at its meeting held on May 24, 2018 ;
- d) The declaration by the Chairman and Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct ;
- e) The PCS Certificate on Corporate Governance

11. DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGERIAL PERSONNEL

(a) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 ('Act') and the Articles of Association of the Company, Dr. Pasumarthi S N Murthi (DIN: 00051303), Non- Executive Director who retires by rotation at the upcoming Eighty First (81st) Annual General Meeting and being eligible, offers himself for reappointment.

The notice convening the AGM includes the proposal for his re-appointment.

(b) Continuation of Directorship

At the 80th Annual General Meeting of the Company held on September 21, 2017, the Shareholders have re-appointed Dr. H B N Shetty (DIN : 00015465), Independent Director for a period of five (5) years from the conclusion of the Eightieth (80th) Annual General Meeting upto the conclusion of Eighty Fifth (85th) Annual General Meeting.

In compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval / sanction of the members be and is hereby sought for continuation of office by Dr. H B N Shetty (DIN: 00015465), Independent Director of the Company whose term expires at the conclusion of 85th Annual General Meeting notwithstanding that he has already attained the age of 75 years .

The notice convening the AGM includes the proposal for continuation of existing tenure of directorship.

(c) Independent Directors :

The Nomination and Remuneration Committee at its meeting held on August 9, 2018, has recommended the re-appointment of Mr. G Raghavan (DIN:00820000) & Mr. V Swaminathan (DIN:06953687), as Independent Directors, for a second term of five (5) consecutive years effective from the conclusion of the ensuing 81st AGM till the conclusion of 86th AGM (2023).

The resolutions seeking approval of the members for the re-appointment of the above Directors have been incorporated in the Notice convening the Eighty First (81st) Annual General Meeting of the Company along with brief details about them.

The Independent Directors of the Company have submitted a declaration under Section 149(7) of the Act that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company www.amrutanjan.com. The details of familiarisation programmes conducted to the Independent Directors are available at the weblink <https://www.amrutanjan.com/pdf/FR.pdf>

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

(d) Key Managerial Personnel :

Pursuant to the provisions of Section 2(51) of the Act, the Key Managerial Personnel of the Company are - Mr. S Sambhu Prasad, Chairman & Managing Director, Mr. N Swaminathan, Chief Financial Officer (appointed w.e.f November 9, 2017) and Mr. M Srinivasan, Company Secretary.

Mr. K Kannan, Chief Financial Officer, resigned from the services of the Company w.e.f August 31, 2017.

12. BOARD MEETINGS

During the year, Four (4) meetings of the Board of Directors were held. The complete details of the meetings are furnished in the Corporate Governance Report. The intervening gap between any two Meetings was less than 120 days in compliance with the provisions of Section 173(1) of the Companies Act, 2013.

13. MEETING OF INDEPENDENT DIRECTORS

During the year, one (1) separate meeting of Independent Directors was held. In the said meeting, the Independent Directors assessed the quality, quantity and timeliness of flow of information between the management and the Board and have expressed that the

BOARD'S REPORT - (Contd.)

current flow of information and contents were adequate for the Board to effectively perform its duties. They also reviewed the performance of the Non-independent Directors and the Board as a whole and the performance of the Chairperson of the Company taking into account the views of Executive Director and Non-Executive Directors.

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and SEBI LODR, the Board of Directors during the year carried out an annual performance evaluation of its own performance, the directors individually (without participation of the relevant director), and the Chairman.

The evaluation was carried through a structured methodology approved by the Nomination and Remuneration Committee. The criteria for performance evaluation have been detailed in the Corporate Governance Report.

The outcome of the evaluation also forms the basis for the Nomination and Remuneration Committee while considering the appointment / re-appointment of Directors.

15. REMUNERATION POLICY

The Remuneration policy of the Company with respect to appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the website of the Company - <https://www.amrutanjan.com/policy.html> The Nomination and Remuneration Committee has framed a Policy on Board diversity appropriate to the business requirements of the Company, which inter-alia specifies optimum combination of Executive Directors, Non-Executive Directors and Independent Directors, the recommendatory requirement for each of the directors to possess functional diversity and role of Nomination and Remuneration Committee to ensure that the Policy on Board diversity is considered while recommending the appointment of new directors on the Board of the company.

The details of remuneration paid / payable to the directors during the financial year 2017-18, is furnished in the Corporate Governance report annexed to this report of the board of directors

16. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company <https://www.amrutanjan.com/pdf/Whistle%20Blower%20Policy.pdf>

The Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

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

17. UNCLAIMED SHARES

The details of the shares held in demat suspense account pursuant to SEBI LODR is provided in the Corporate Governance Report.

18. STATUTORY AUDITORS & THEIR REPORT

M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248W/W-100022), were appointed as Statutory Auditors at the conclusion of Eightieth (80th) AGM held on September 21, 2017 for a period of five (5) years till the conclusion of the Eighty Fifth (85th) Annual General Meeting of the Company. Pursuant to the notification dated May 7, 2018 of the relevant provisions of the Companies (Amendment) Act, 2017 and Rule 3 of the Companies (Audit and Auditors) Rules, 2018, the ratification of statutory auditor appointed in the AGM for five (5) years is dispensed with.

M/s. B S R & Co. LLP, Chartered Accountants have also submitted the peer review certificate issued to them by The Institute of Chartered Accountants of India (ICAI). The Statutory Auditors' report to the shareholders on the financials for the year ended March 31, 2018 does not contain any qualification, observation or adverse comment.

19. SECRETARIAL AUDITOR & THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P Sriram & Associates, Practicing Company Secretaries, as its secretarial auditor to undertake the secretarial audit for FY 2017-18. The secretarial audit report certified by the secretarial auditors, in the specified form MR-3 is annexed herewith and forms part of this report "Annexure E".

The secretarial audit report does not contain any qualifications, reservations or adverse remarks or disclaimer

20. COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors at its meeting held on August 9, 2018 has appointed Mr.G Thangaraj (Registration No. 100464), Cost Accountant as the Cost Auditor to conduct the cost audit of the company for current financial year ending March 31, 2019. The remuneration has been fixed by the board based on the recommendation of the audit committee and is required to be approved by the members at the AGM. The notice convening the AGM contains the resolution with

BOARD'S REPORT - (Contd.)

regard to this. He was also the cost auditor for the previous year ended March 31, 2018.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The CSR activities carried out by your Company during the financial year 2017-18 were mainly focused on (a) Protection of National Heritage (b) Animal Welfare (c) Health and Sanitation (d) Promoting Education (e) Environmental Protection and (f) Empowerment of Women. The activities undertaken by the Company are in accordance with Schedule VII of the Companies Act, 2013, the CSR Policy of the Company and as per recommendations of the CSR Committee.

The CSR Committee met twice (2) during the year to oversee the activities, programs and execution of initiatives as per the predetermined guidelines of the Board and approve the amount to be spent towards CSR. The Board takes pleasure to note that the Company has spent the entire amount that was mandatorily to be incurred towards the CSR spends for the year 2017-18. The CSR policy is available on the website of the Company at the web-link <https://www.amrutanjan.com/pdf/ahcl-csr-policy.pdf>. The detailed report on CSR activities carried out during the year is given in "ANNEXURE C".

22. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in "ANNEXURE D".

23. EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on March 31, 2018 as per provisions of Section 92(3) of the Companies Act, 2013 is attached as "ANNEXURE F" to this Report.

24. RELATED PARTY TRANSACTIONS

Pursuant to the merger of the erstwhile Wholly Owned Subsidiary, Amrutanjan Pharmaessence Private Limited vide order passed by the National Company Law Tribunal (NCLT), Chennai dated July 13, 2017, no material significant related party transaction was made by the Company during the year with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and accordingly, applicability of Form AOC-2 does not exist.

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

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption,

Foreign Exchange Earnings and Outgo are furnished in "ANNEXURE G" to this Report.

26. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) & 134(5) of the Companies Act, 2013:

- I. that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards had been followed and there were no material departures;
- II. that the directors had selected such accounting policies and applied them consistently and had made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- III. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. that the annual financial statements have been prepared on a going concern basis;
- V. that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorised and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. Details of the same are provided in the Management Discussion and Analysis Report.

28. ENVIRONMENTAL, SAFETY AND HEALTH

Your Company is committed to ensure sound Safety, Health and Environmental (SHE) performance related to its activities, products and services. Your Company is taking continuous steps to develop Safer Process Technologies and Unit Operations and has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element. Enhanced level of training on Process and Behavior based safety, adoption of safe & environmental friendly production process, Management

BOARD'S REPORT - (Contd.)

System is done on a continuous basis. The Company is committed to continuously take further steps to provide a safe and healthy environment.

29. RISK MANAGEMENT POLICY :

Your Company has a Risk Management Policy adopted by the Board. Periodical in-house risk audits were conducted to detect and mitigate the risks in a timely and effective manner. Management Discussion and Analysis Report contain more details on the risk management practiced by the Company.

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

There were no material changes and commitments affecting the financial position of the Company between the closure of the financial year 2017-18 and the date of this report.

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

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

32. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and

nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

33. PREVENTION OF SEXUAL HARASSMENT POLICY

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

During the year 2017-2018, no complaints were received by the Company related to Sexual Harassment.

34. ACKNOWLEDGEMENT

The Directors wish to express their sincere appreciation to all the Government Departments, Bankers, Customers, Distributors, Suppliers and the shareholders for their co-operation and support extended during the year.

The Directors also wish to thank all the employees for their contribution, support and continued commitment throughout the year.

For and on behalf of the Board

S Sambhu Prasad

Chairman and Managing Director

Place: Chennai

Date: August 9, 2018

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

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

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

Email : shares@amrutanjan.com

Website : www.amrutanjan.com

Management Discussion and Analysis Report

ANNEXURE - A

I INDUSTRY STRUCTURE AND DEVELOPMENTS

Pain Management

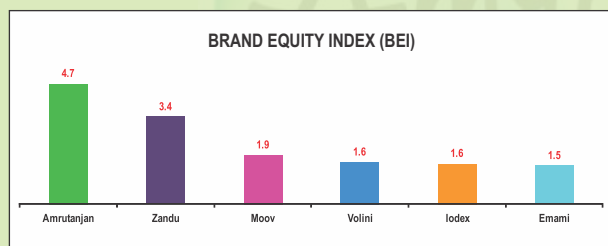
India's FMCG Market is valued at INR 3.5 Lakhs Crores out of which Rubefacient is valued at INR 3,922 Crores.

The overall head category within the rubefacient segment is valued at INR 1,081 crores for the year ended 2017-18. Our company's revenue was INR 252 crores out of which 94% was from the head segment. The head segment at all India level is growing at 9.4% while the head category of our Company is growing at 14.1%. Amrutanjan holds either #1 or #2 position in headache management space depending on the region (all figures as per Nielsen).

The brand Amrutanjan is ranked at 6th position among the top 10 OTC brands in India according to the Economic Times Brand Equity (most trusted brands) 2017 - Survey. The Survey results have shown that Amrutanjan has moved up from rank 134 in 2016 to 79 in 2017. Amrutanjan is among the top 5 gainers in various categories in India as per the Survey.

Brand Equity Index

Amrutanjan tops the Brand Equity Index (BEI) among the users of balms. The BEI takes into account of Brand Loyalty (Preference & Recommendation) and Ability to charge a price premium.



Target Audience for the study: Both Male & Female, Aged from 25 to 60 years, NCCSABC, Those who have used balms in the last 1 month (Exclusive rub users were not part of the sample), Key decision maker/influencer in the purchase of the brand used
Geographic Coverage: Chennai, Coimbatore, Gulbarga, Hyderabad, Vijayawada, Warangal, Mumbai, Nagpur, Kolhapur, Kolkata
Fieldwork Period: February - March 2018
Achieved Sample Size: 3,139

The New Maha Strong Pain Balm was re-launched with an improved 'Hot Action' formula consisting of eight active ingredients. It cures intense back, shoulder and knee pain with less effort and greater efficacy while reducing recovery time.

Beverages

Indian Juice market is emerging basis the shift in consumer behaviour towards healthy drink alternatives compared to carbonated products due to changing lifestyles. This shift is well captured in the growth rate of Indian juice market which is at 18% CAGR for last 6 years according to India Juice Market Outlook, 2021 (source : https://www.researchandmarkets.com/research/q2xmcy/india_juice)

With its vision of ensuring healthy living through goodness of fruit and 125 years of experience in healthcare, Amrutanjan has expanded the Fruitnik distribution footprints beyond Tamil Nadu, Orissa and West Bengal and also successfully introduced new seasonal flavours.

Keeping our stated objective to launch functional health focussed drinks, we have also introduced India's first rehydration drink - Fruitnik Electro+ in a PET Bottle to combat heavy exhaustion and everyday dehydration which is an oral rehydration solution for a quick, convenient and hygienic way of rehydration throughout the day.



We aim to further expand our distribution network and launch new variants both in fruit juice as well as in health care range for the betterment of human life.

Women Hygiene

Amrutanjan has entered into the women's hygiene category in the year 2013 with the offering in sanitary napkin market under the brand name - Comfy. Our Company has then performed an extensive study of the category requirements and needs of public. As a result, a new improved product - Comfy Snug Fit - was launched in the market during 2016 with the aim to cater to the needs of first time and cloth users.

Management Discussion and Analysis Report - (Contd.)

According to National Family Health Survey 2015-16, only 57% women between the age of 15 and 24 use hygienic method of menstrual protection. Still a sizeable population of women in India resort to unhygienic alternatives like cloth and ashes as a substitute as they can't afford expensive Sanitary Napkins.

Our main objective was to provide affordable sanitary napkins, thereby making menstrual hygiene accessible to every woman in India. Thus with that objective **Comfy** was launched at just **Rs. 20/-**.

We ensure that no compromise is made in the quality of our Sanitary napkins. A premium quality product manufactured in a GMP facility, it has 80% better absorption than the leading brand with excellent anti-leak system and imported absorption material from North America. A lot of research and development had gone into developing the final product and it went through several tests and approvals before being launched in the market.

In a short period of two years the product has grown 18 folds in sales and has gained 1.2% volume market share in economy category for the period ending Mar-18. In the Eastern region states like Orissa, the brand Comfy has achieved a volume market share of 10% in the first three years. This is a great success story for a non-core product for the organization. We aim at an exponential growth every year and provide women with better menstrual health and comfort thereby empowering them to focus on other important aspect of their lives.



Congestion Management

Amrutanjan will focus on providing natural solutions based on Ayurveda for our congestion range. Congestion is an umbrella which caters to cough syrup, lozenges, cold rub and nasal inhaler categories. Amrutanjan Relief Inhaler is the second most used brand in that nasal inhaler category. It has achieved double digit volume growth over last year.

Advanced Pain Management Centre (APMC)

Started in 2011, APMC is the first specialised centre for pain management in Chennai and is operating with the following guiding principle:

"Interventional pain management, a minimally invasive approach for both diagnostic & therapeutic management of chronic pain, deploys state-of-the-art treatment strategies to provide permanent cure or sometimes long term pain relief and thereby restore the quality of life of patients."

APMC had treated 2,308 patients during the year. Out of this, the number of patients underwent Interventional pain management procedures for knee pain is 386 and for other pains is 210. The patient satisfaction is rated at 90% as per the feedback given by the patients treated by the Centre.

Supply Chain Management (SCM)

In our continuous efforts to maximise automation in the production, we have achieved considerable increase in productivity in pain balm units which has resulted in a saving of about rupees fifteen lakhs during the year. Out of the total revenue achieved during the year, the share of revenue from outsourced product was 15%.

On the beverage side, favourable crude price helped us to reduce the spend value of packaging materials like PET bottles, PP caps and PVC sleeves to the tune of rupees fifteen lakhs during 2017-18 which was in addition to the benefit of rupees ten lakhs achieved in sugar prices when compared to previous year.

In the secondary packaging for Fruitnik, the change-over from Master carton to Shrink wrap was successfully rolled out in November 2017 with the installation of autocollater cum shrink sleeve machine which has given a cost benefit of rupees twelve lakhs during the year.

In the area of logistics, consolidation of secondary transportation has been completed in few states. With women hygiene products, number of trucks required has gone up significantly. To optimise the cost, we are using single axle vehicle for moving the stocks.

Information Technology

During 2017-18, we have focussed on developing online paperless approval system for various internal processes like capex approvals, artwork approvals, etc. Data availability was ensured for generating various online MIS reports.

Sales Digitization Project (SDP) is a key initiative that the organization has taken this year in furtherance of its objective to achieve maximum usage of technology in its day-to-day operations. We have adopted this app as it feeds all our requirements of tracking sales data and gaining insights into relevant information through BI dashboards/Reports. Identification of high value outlets, increased accuracy of sales forecasting, measuring the effectiveness of marketing programmes, enabling data driven decision making and single source data reporting are envisaged out of this project.

Additionally this project creates a more disciplined sales process, helps to monitor the sales process efficiency, enables Sales managers to have a method to shadow the sales person's field activities which in turn guide, train, coach the individual sales person who may need such support.

To begin with, we have successfully implemented the SDP for Karnataka region. Going forward we will extend the system across the country to make it a way of life in the organization. We have crossed more than 100 active days as of now.

Management Discussion and Analysis Report - (Contd.)

Distribution

We have reached 10.54 lacs outlets directly and indirectly with the direct distribution of 2.80 lac outlets. In the second year itself our Comfy Snug Fit has reached 1.84 lac outlets directly and indirectly. We have activated 4000 Wholesalers and Semi Wholesalers across all regions for Comfy to increase the indirect distribution.

We have the following goals for distribution and sales process

- Increase direct distribution of Chemist reach from 1.10 lac to 2.00 lacs and direct and indirect reach of chemist from 2.64 lacs to 3.50 lacs by 2021.
- Have clear strategy to increase both direct and indirect distribution

Modern Format Focus

Modern Trade (MT) has registered a growth of 16% during 2017-18. The MT sales have been steadily increasing year on year

(Rs. In lakhs)

2013-14	2014-15	2015-16	2016-17	2017-18
607.87	766.85	1,140.20	1,468.94	1,706.03

Amrutanjan Products are currently available in 6,400 MT stores. The acceptance of Amrutanjan products by MT consumers has been increasing year after year. The new categories are also well received by modern trade chains.

Comfy was introduced with high visibility in MT stores and attracted very good response from the consumers.

Exports

(Rs. In lakhs)

Market	2013-14	2014-15	2015-16	2016-17	2017-18
Africa	64	246	193	223	208
Middle East	30	89	34	63	82
South East Asia	31	10	14	8	79
Other Markets	27	13	16	20	13
Total	151	358	257	314	382

In 2017-18 we have entered Thailand and also registered our products in Kenya and Zambia.

II CORPORATE SOCIAL RESPONSIBILITY (CSR)

Being a responsible Company having grown with the society over many decades, Amrutanjan has made Corporate Social Responsibility as an integral part of its culture. We, in Amrutanjan, are actively looking for opportunities to contribute our share in enhancing the well being of the communities in which we do our business.

During the year, the company's CSR activities were continued to focus on the most important aspects of human life from education to healthcare. The other programs cover areas of animal welfare and protection of national heritage. All these activities were financially supported by Amrutanjan and implemented through the reputed NGOs who have the objectives, focus, know-how and commitment to enable fulfil our CSR initiatives. Some of the key initiatives undertaken during 2017-18 are given below:

"People for Animals" (PFA) is India's largest animal welfare network who works to rescue and rehabilitate sick and needy animals. It organises shelters, ambulance services, sterilization programs, treatment camps and disaster rescue missions for animals. They also conduct education programs in schools to create awareness of animal welfare and protection, fight cases in court and lobby on animal issues in parliament. Amrutanjan has been supporting the cause of Chennai unit of PFA year after year by donating out of its CSR funds.

Confederation of Indian Industry (CII) has taken up initiative in partnership with Government of Tamil Nadu to revamp and conserve our historical artefact and valuable assets which emphasizes and showcases our commitment towards our culture and heritage. As requested by the Department of **Museums** and Archaeology, Government of Tamil Nadu, CII has undertaken the job to refurbish outer areas of the Chennai museum which was partly sponsored by Amrutanjan.

AVVAI Home & Orphanage for Girls is a charitable organisation to shelter, protect and educate the orphan girls, deserted women-irrespective of caste, creed or social status. Thousands of underprivileged and orphan girls have passed through its portal to become doctors, nurses, teachers and other professionals to achieve economic independence. Amrutanjan has taken pride in extending its support to the Home.



Established in 2003 by Alumni of IIM, Ahmedabad, **IIMPACT** is a registered NGO with a vision to create a positive impact on the education of girl children from socially and economically disadvantaged sections of society. It encourages and enables girl children to become an independent thinker and learner. Over 60,000 girls are currently enrolled in IIMPACT's girl child education programme. Like previous

Management Discussion and Analysis Report - (Contd.)

years, Amrutanjan has continued its financial support to IIMPACT during 2017-18.

Sparsha Trust is a registered, charitable trust started in the year 2005. The trust is working for the holistic development of needy and vulnerable children focused on promotion and facilitation of child Rights. It is committed for the identification, rescue and rehabilitation of children from 6 to 18 years old. These children were living in the streets, or were abandoned, deprived, out of school, drug-addicted, victims of sexual abuse, begging, rag picking, running away, forced to work or trafficked. It also takes care of children without parental care, single-parent children and children suffering from different types of exploitation in the society and neglected by the secure social system. Amrutanjan's CSR support has been utilised by the Trust to purchase additional books for their library and to partly meet the tuition fees of their inmate children.

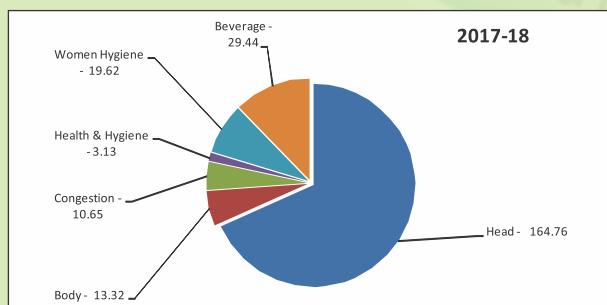
Kasinadhuni Durgamba Butchaiah Trust (popularly known as **KDB Village**) operating from Elakurru, Krishna District in Andhra Pradesh has a mission to support differently-abled children in rural India through education, health and community integration. KDB advocates for children, provides education for parents and the community, and facilitates special education training for rural women. KDB is committed to mainstreaming differently-abled children and providing them an equal opportunity for a fulfilling life. During the year, Amrutanjan has participated in the noble cause of KDB Village through generous contribution out of CSR funds.

Other Projects that were benefitted out of CSR resources of the Company are listed separately in this Report.

III OPPORTUNITIES AND THREATS

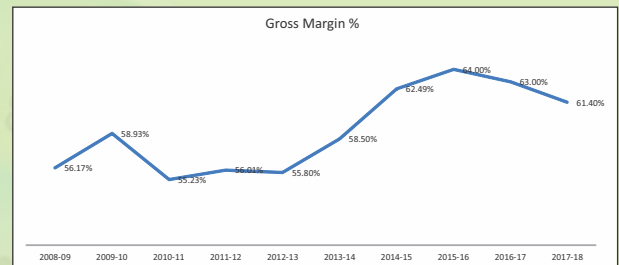
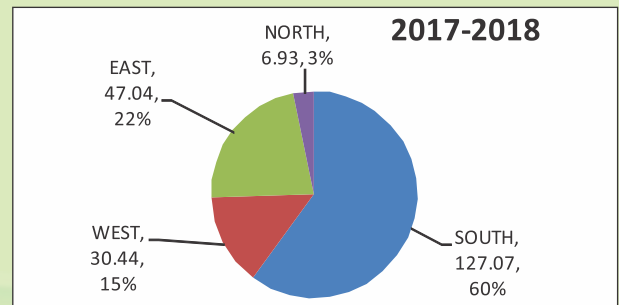
The pain management area of the OTC category continues to be the core area of focus for Amrutanjan group. As shown in the diagram below, the head and body pain management (shown as head ,body), contribute the majority of the revenue of the company (74%) and will continue to be the focus for future growth.

CATEGORY REVENUE CONTRIBUTION (value in cr)



The share of revenue from Western and Northern zones remains low and will be an area of focus for the company going forward as shown below.

ZONAL SALES BREAKUP FOR OTC (non beverage, including womens hygiene)



The growth drivers for the company remain to be as follows:

- Expansion of pain business into West and North zones
- Further strengthening the existing strong markets by introducing new products
- Improving distribution reach across town class
- Offering availability across channels, including online
- Scaling up of new categories launched in the past 3-5 years
- Focusing on maintaining gross margin above 60%
- Investing in brands and positive consumer experience
- Building on secular trends which are driving the women's hygiene category

Your company has been positively driving growth across its businesses and the same can be seen below: (values in cr)

Category	2013-2014	2017-18
Head	114.24	164.76
Body	4.46	13.32
Congestion	5.69	10.65
Health & Hygiene	3.02	3.13
Women Hygiene	1.17	19.62
Beverage	14.50	29.44
Total	143.08	240.92

We wish to continue the growth momentum by improving our execution capability as a core strategic focus.

Management Discussion and Analysis Report - (Contd.)

IV SEGMENT WISE OR PRODUCT WISE PERFORMANCE

(Rs. In Lakhs)

	2017-2018	2016-2017
OTC:		
Net Sales	19,509.47	18,653.64
Segment Results	3,347.44	3,622.38
Capital Employed	8,637.50	6,497.25
BEVERAGES:		
Net Sales	2,651.82	2,856.57
Segment Results	(537.50)	(320.90)
Capital Employed	1,037.11	1,278.49

V OUTLOOK

The total opportunity in terms of market size of all the categories the company operates in is to the tune of 10,000 cr. Your company has excellent products and strategies in place to gain share in these areas.

VI RISK AND CONCERNS

A big area of concern is inflation of key raw material prices. The spike in essential oil prices for the last two years has adversely affected the gross and operating margins of the company. Unlike previous years, for the year in review, we could not pass on some of these costs to the consumers. We are implementing long term strategies to reduce exposure to these materials.

VII RISK MANAGEMENT SYSTEM

The company recognises the importance of identifying the potential risks in all aspects of business and mitigate them to the maximum extent possible. Each division is advised to take responsibility for identifying the probable risks in their respective areas of operation and report with action plan.

The risk audit is done by the in-house audit teams in respect of all manufacturing processes based on ISO 9001:2015 standards & guidelines. Cross functional audits are also conducted for other processes from time to time for assessing risk existence and avoidance. The management is also contemplating to a full-time internal audit function to support the risk management system across all divisions. The IT controls are updated and validated on a continuous basis to support the risk management framework. In order to provide a confidential and unbiased reporting channel, the company has a whistle blower mechanism in place to get information on potential financial or reputational risks.

VIII INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Standard Operating Procedures (SOP) and Policies have been framed/updated from time to time for each process of business leaving

little or no scope for loss from unauthorised access or use by anyone. Statutory compliances are monitored through a fully automated in-house alert system and adherence is certified by the Heads of Departments every quarter.

The Company has established a strong internal control system which is reviewed periodically by the internal auditors for its adequacy. The observations made by the internal auditors during their quarterly briefing to the Audit Committee is reviewed by the management and follow up action is taken until the closure of the audit comments. The internal audit team is provided access to all required information which is facilitated by ERP system. To achieve effective internal control, the company practices delegation of authority extensively and established a system of multiple level checks for each process/transaction. Budget comparisons are submitted to the management on monthly basis for review and follow up.

The statutory auditors have opinionated that the Company has, in all material respects, adequate internal financial controls system and that such controls were operating effectively as at 31st March 2018.

IX DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

	(Rs. In Lakhs)	
	2017-18	2016-17
Revenue from Operations	22,471.40	21,719.11
Other Income	572.82	724.61
Total Income	23,044.22	22,443.72
Total Expenditure	19,632.07	18,715.72
PBIDT	3,412.15	3,728.00
Depreciation	290.59	204.79
PBIT	3,121.56	3,523.21
Interest	12.68	13.44
Profit from continuing operations before tax and exceptional items	3,108.88	3,509.77
Exceptional item	186.68	-
Profit from continuing operations before tax	3,295.56	3,509.77
Current/ Earlier year Income Tax	1,320.00	1,167.18
Deferred Tax	(29.36)	31.60
Profit from continuing operations	2,004.92	2,310.99
Loss from discontinuing operations	(7.62)	(131.08)

Management Discussion and Analysis Report - (Contd.)

Profit for the period	1,997.30	2,179.91
Other comprehensive income	(25.46)	(41.69)
Total comprehensive income for the period	1,971.84	2,138.22

Key Financial Ratios (expressed as %)

PBIDT/Net Sales	15.18%	17.16%
PBIT/Sales	13.89%	16.22%
PBT/Total Income	14.30%	15.64%
PAT/Total Income	8.59%	10.11%
(continuing operations)		
PAT/Total Income	8.56%	9.53%
(continuing & discontinued operations)		

X QUALITY AND SAFETY IN AMRUTANJAN

1. Our Quality Assurance is about safeguarding the consumer's well being, by assuring that all operations associated with the manufacture of our products are of a standard that meets the consumer's expectations of safety and efficacy.
2. The processes we have built based on Quality, Food Safety Management Systems (ISO 9001 for OTC and ISO 22000 for our F&B divisions) and six sigma methodology ensures the quality and safety of our products provided to the consumers. The products are designed to inbuilt Quality and Safety and all our processes are centric to achieve it.
3. The Vendor Qualification, audits and continuous monitoring of inputs is the focus to achieve best Quality output and consumer satisfaction.
4. The design of the containers and packaging process ensures AHCL uniqueness and pilfer proof to avoid counterfeit products.
5. The production and inspection Excellencies are designed to ensure no unsafe and inferior quality products as an output from our manufacturing locations.

PATIENT SAFETY IN APMC

APMC has established a strong commitment to Patient Safety by utilizing FDA approved medical equipments & procedures in pain management. Our Patient Safety program is designed to align with our mission, vision, and values.

We have adopted the NABH guidelines as key drivers for Patient Safety in the APMC. Appropriate policies and procedures have been developed, implemented and evaluated to meet these requirements. The primary focus of this plan is to prevent harm, and promote the safety of all patients, visitors, volunteers, physicians and staff.

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

HUMAN CAPITAL

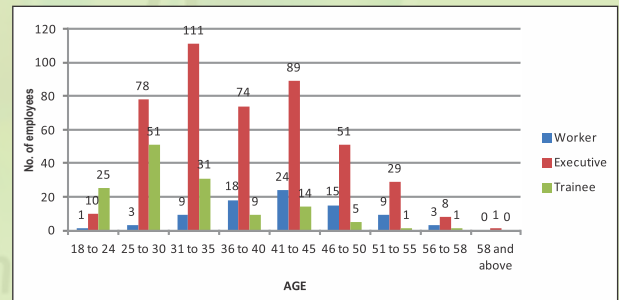
The Human Resource (HR) department in Amrutanjan strongly believes in investing in human capital through acquiring, cultivating and retaining resource people as there is a desperate need for organizations to retain talent to stay ahead in highly competitive market environment. Amrutanjan empowers its employees through continuous intervention/initiatives to help enrich and nourish their work abilities and knowhow.

The top management strives to educate and involve the workforce fully in its journey to achieve the long term objectives of the Company which is possible only through conversion of small plans into action within the given timeframe using the product or market acquaintance. Every effort is taken to retain existing talent and to introduce newer ideas through hiring younger generation that would facilitate the success story to continue. Various HR initiatives are also taken to enhance the competency level of employees across different areas.

AGE ANALYSIS

The age group between 18 and 45 constitutes 82% of the total strength of 670 employees of the Company and the balance 18% have crossed the age 46 - the analysis demonstrates that your company is young at heart though 125 year old and is eager to attract young talents and retain them.

Age Analysis: The age analysis of our employees through a graphical representation:



The employee performance management system (PMS) has undergone various changes to bring it on par with industry standards. The management has engaged a leading HR Consulting firm viz., Aon HR Consulting, an MNC to re-visit our present PMS and provide their ideas and suggestions for improvement. This would make the PMS system a more comprehensive scheme and the employees can be assured of transparency which is bound to reflect positively in their performance. Various HR initiatives are undertaken to inculcate talents among employees and promote/elevate them to various positions within the organization. Our PMS focuses on the retention of high potential employees through skill development.

Management Discussion and Analysis Report - (Contd.)

SOURCING

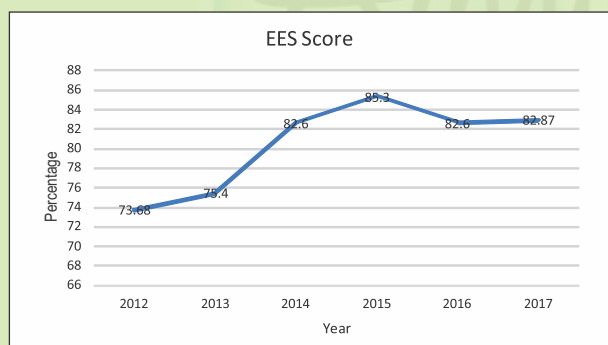
Sourcing right talent is the biggest challenge for any company today. Lack of right talent for the given job creates a huge gap in the acquisition of manpower which results in revenue loss to the Company. Amrutanjan has been able to assess the requirements in advance on the principle "Right people at the right place at the right time" in order to bridge the gap in talent sourcing to the maximum extent possible.

LEADERSHIP

The management is determined to build a future-fit talent group within the company to take it to the next level of growth and sustainability while ensuring Person-Organisation fit. Various leadership programs are either conducted in-house or participated to enhance the quality of leadership within the company. Development of leadership skills has been done through various leadership interventions.

EMPLOYEE ENGAGEMENT

Higher the level of engagement among employees; higher the value of output. Amrutanjan has established a process of measuring the engagement levels among employees through a survey called the "PULSE", the report of which emphasis the areas of development which needs to be concentrated by the HR for better performance in the years to come. The scores of the last 5 years is given in a graphical representation:



REWARDS AND RECOGNITION

The company constantly creates new Incentive programs to motivate the sales force towards achieving their goals and rewarding them for the same. Your company has a vibrant variable pay policy which measures

the company's performance and the individual performance for disbursement of the variable pay. The company would be benefited from the good performance of the individual and vice versa. Long Service of employees is being valued and recognized to motivate other employees to stay and build a career within the company.

RELATIONSHIP WITH UNION

Amrutanjan has maintained excellent relationship with its affiliated Union, Amrutanjan Health Care Limited Employees' Union. It enjoys cordial relationship with the Union and the Union representatives taken into confidence on all IR issues so that no conflict arises between the union and the management.

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

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('SHWW Act'), your company has a robust mechanism in place to address complaints reported under it. Your company has constituted a Committee composed of internal and external members who have extensive experience in the field. In 2017-18, your company has no case of sexual harassment reported to the Committee. During the course of the year, several initiatives were taken to demonstrate the Company's Zero tolerance philosophy towards gender discrimination and sexual harassment.

As on March 31, 2018, your Company had a strength of 670 employees (including OTC, Beverages and Advanced Pain Management Centre).

Cautionary Statement

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

For and on behalf of the Board

Place : Chennai

Date : August 9, 2018

S Sambhu Prasad

Chairman and Managing Director

REPORT ON CORPORATE GOVERNANCE

ANNEXURE - B

The Report for the financial year ended March 31, 2018 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/ SEBI LODR"), as amended from time to time, is given below:

I. OUR PHILOSOPHY ON CODE OF GOVERNANCE

Amrutanjan is committed itself to honesty and accountability. The commitment is reflected in all business activities of the Company besides reflecting in its relations with the customers, suppliers, investors, government, etc. The Directors and the Senior Management Personnel are expected to conduct themselves in line with the standards observed in the Company's code of conduct both in letter and spirit. The Company recognizes that all the decisions and actions will be taken in accordance with the code of conduct and to enhance long-term shareholder value. Considerable emphasis is placed on accountability in decision making and ethics in implementing them. We aim at providing complete transparency in our operations.

II. BOARD OF DIRECTORS

a. Changes during the Year

There was no change in the Board of Directors during the financial year ended March 31, 2018.

b. Composition, Category, Size of the Board

The Board of Directors of the Company is adequately balanced and comprises of a Executive Director, Non- Executive Director and Independent Directors all of whom are professionals with considerable expertise and experience in pharmaceuticals, finance, accounts, administration and marketing. As on March 31, 2018, there are seven (7) Directors on the Board, out of which five (5) are Independent (constituting 71% of the Board's strength) which includes a Woman Director. The remaining two (2) Directors belong to Promoter Category, one being a Non- Executive Director and the other is the Executive Director designated as "Chairman cum Managing Director".

The directorships held by the Directors are within the limits prescribed under Section 165 of the Companies Act, 2013, ("Act"). In compliance with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Independent Directors of the Company serve as an Independent Director in more than seven (7) listed entities or three (3) listed entities as the case may be; None of the Directors of the Board is a member of more than ten (10) Committees or a Chairman of more than five (5) Committees across all Companies in which he/she is a Director as per Regulation 26 of SEBI LODR. All Directors have made necessary disclosures as on March 31, 2018 regarding their Directorship and Committee positions occupied by them in other Companies.

The details of number of directorship, Committee membership, and attendance of each Director at the Board Meetings and the last Annual General Meeting of the Company are as follows:

Name of the Director & DIN	Category/Designation	No. of Board Meetings		No. of Directorships held in other Public Companies #		No. of Committee Memberships held in other Companies @		Whether attended Last AGM (September 21, 2017)
		Held	Attended	Chair person	Member	Chair person	Member	
S Sambhu Prasad (DIN: 00015729)	Executive Director Chairman & Managing Director and Promoter	4	4	-	-	-	-	Yes
Dr. Pasupathi S N Murthi (DIN : 00051303)	Non-Executive and Promoter Director	4	4	-	-	-	-	No
Dr. H B N Shetty (DIN : 00015465)	Non-Executive & Independent Director	4	4	-	-	-	-	Yes
Dr.(Ms.)Marie Shiranee Pereira (DIN: 05177560)	Non-Executive & Independent Director	4	4	-	-	-	-	Yes
Dr. S Vydeeswaran (DIN : 06953739)	Non-Executive & Independent Director	4	4	-	-	-	-	Yes
V Swaminathan (DIN: 06953687)	Non-Executive & Independent Director	4	4	-	-	-	-	Yes
G Raghavan (DIN :00820000)	Non-Executive & Independent Director	4	4	-	-	-	-	Yes

REPORT ON CORPORATE GOVERNANCE - (Contd.)

excludes directorships held on the boards of Private Companies, Foreign Companies and Section 8 Companies

@ Membership in Audit Committee and Stakeholders' Relationship Committee of other Public Limited Companies are only considered as per Regulation 26 of the SEBI (LODR) Regulations.

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

During the Financial year 2017-18, the Board met four (4) times. The maximum time gap between any two board meetings was not more than 120 days. The Board Meetings were held on the following dates:

May 16, 2017	August 14, 2017	November 9, 2017	February 13, 2018
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d. Information supplied to the Board

The information as prescribed under Part A of Schedule II pursuant to Regulation 17(7) of SEBI LODR such as annual operating plans and budgets, quarterly results for the Company, minutes of meetings of audit committee and other committees of the board etc. are discussed by the Board of Directors.

The date of the Board Meeting(s) is informed to all Directors well in advance and detailed agenda notes are sent to each Director at least seven (7) days before the Board Meeting. The agenda items inter-alia include Secretarial & Legal Compliance matters and financial reporting. Prior approval of the Board is obtained for circulating the agenda items with shorter notice for matters that form part of the Board and Committee agenda and are considered to be in the nature of Unpublished Price Sensitive Information (UPSI). A business review presentation is made at each Board Meeting to appraise the Directors on the performance of the Company. The Board provides strategic direction in improving the performance of the Company. Quarterly results, minutes of sub-committees & subsidiary, general notices of interest received from directors, annual budgets, legal compliance report, dividend data, authorizations for various business purposes are also placed and reviewed by the Board along with the senior management team of the Company.

e. Code of Conduct

The Board of directors of the Company has laid down Code of Conduct for the Directors and Senior Management Personnel (SMP) of the Company. The Code is available in the website of the Company at the given link - <https://www.amrutanjan.com/pdf/CODE-OF-CONDUCT-OF-AHCL1.pdf>. All the Directors and Senior Managerial Personnel have affirmed compliance with the Code of Conduct on March 31, 2018.

A declaration to this effect signed by the Chairman & Managing Director forms part of this report.

f. Compliance Structure

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

g. Familiarization Programme

The Company has a system in place pursuant to Regulation 25(7) of SEBI LODR to familiarize its Independent Directors about the operations and functions of the Company, its performance, the industry and business model of the Company major litigations, regulatory scenario, etc. The senior management team gives a brief presentation on these areas during the Board Meetings. The details of the system are available in the Company's web link <https://www.amrutanjan.com/pdf/FR.pdf>.

h. Meeting of Independent Directors

The Independent Directors met once (1) during the last year to inter -alia discuss the following:

- Performance of Non-Independent Directors and the Board as a whole
- Performance of the Chairman of the Company, taking into account the views of the other Directors.
- Quality, Quantity and timelines of flow of information between the Company and the Board necessary for the Board to perform their duties effectively.
- Any other matter arising out of the Board meetings

The evaluation was done on parameters such as attendance, level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its stakeholders. The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board.

REPORT ON CORPORATE GOVERNANCE - (Contd.)

i. Prohibition of Insider Trading

Pursuant to provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, to preserve the confidentiality and to prevent misuse of Unpublished Price Sensitive Information (UPSI), the Company has adopted a Code for Prohibition of Insider Trading which is applicable to the Directors/ Specified persons of the Company. The Code also provides for disclosures from Directors and Specified persons in this regard.

j. Performance Evaluation Criteria

In terms of the requirement under the Companies Act, 2013 and the Listing Regulations, the Board carried out evaluation of its own performance, the Directors individually and evaluation of working of the Committees of the Board during the financial year 2017-18. The structured evaluation process comprises of various aspects relating to the functioning of the Board and its Committees, number of Committees and their roles, frequency of meetings, level of participation, performance of duties and obligations and implementation of good corporate governance practices. The questionnaire of evaluation is a key part of the process of reviewing the functioning and effectiveness of each Board member.

The key roles expected to be performed by the Independent Directors relate to governance, control and guidance. The performance indicators of the Independent Directors include contribution to improve corporate governance practices, active participation in Board /Committee meetings and commitment to long-term strategic planning.

The Board expressed satisfaction over the performance of all the Directors, its own and its Committees which reflected the overall engagement of the Directors, the Board and its Committees with the Company.

k. Shareholding of Non-Executive Directors

Sl.No.	Name of the Non-Executive Director	Category	No. of shares held as on March 31, 2018
1.	Dr. Pasumarthi S N Murthi	Promoter	3,32,195
2.	Dr. H B N Shetty	Independent Director	-
3.	Dr. (Ms.) Marie Shiranee Pereira	Independent Director	-
4.	Dr. S Vydeeswaran	Independent Director	-
5.	G Raghavan	Independent Director	14,000
6.	V Swaminathan	Independent Director	250

III. AUDIT COMMITTEE

a) Composition

In Compliance of the provisions of Section 177 of the Companies Act, 2013 and in accordance with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015, the Company has a qualified and independent Audit Committee consisting of four (4) Directors.

All the members of the Audit Committee are financially literate and possess accounting and related financial expertise and have good knowledge of finance and business management. The Committee is headed by Dr. H B N Shetty, Non- Executive & Independent Director, who was also present at the previous Annual General Meeting to answer the shareholder queries as mandated under Regulation 18 of the SEBI (LODR) Regulations, 2015.

The meetings of the Audit Committee are attended by the Chief Financial Officer, Statutory Auditors, Internal Auditors and the Cost Auditor, wherever necessary, in the capacity of Invitee. The draft minutes of each Audit Committee meeting are placed in the meeting of the Board held subsequently. The Company Secretary is the Secretary to the Committee.

b) Terms of Reference

The terms of reference for the Audit Committee basically flows from and covers all the areas as stipulated under Section 177 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI (LODR) Regulations, 2015. This inter-alia includes the following:

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

REPORT ON CORPORATE GOVERNANCE - (Contd.)

- Recommending to the Board, the appointment / re-appointment of Statutory Auditors and Internal Auditors and fixation of audit fees.
- Discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any.
- Approving internal audit plan and reviewing efficacy and adequacy of internal control systems /function.
- Discussion with internal auditors and review of internal audit reports at quarterly intervals.
- Discussions with external auditors about the scope of audit including the observations of the auditors.

The audit committee reviews the quarterly unaudited / audited annual financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI. The Audit Committee recommends payments to statutory auditors for audit and non-audit services/and for internal auditors. All mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR is reviewed by the Committee.

c) Meetings & Attendance

During the year under review, the Audit Committee met four (4) times on May 16, 2017, August 14, 2017, November 9, 2017, February 13, 2018 and the attendance of the members are as below :

Sl.No.	Name of the Member	Category	No. of Audit Committee Meetings held and Attended	
			Held	Attended
1.	Dr. H B N Shetty	Chairperson, Non-Executive & Independent Director	4	4
2.	S Sambhu Prasad	Member, Executive and Promoter Director	4	4
3.	Dr.(Ms.) Marie Shiranee Pereira	Member, Non-Executive & Independent Director	4	4
4.	V Swaminathan	Member, Non-Executive & Independent Director	4	4

IV. NOMINATION and REMUNERATION COMMITTEE

a) Composition & Attendance

Nomination and Remuneration Committee (NRC) has been constituted by the Board as per the requirements of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 which comprises of three (3) Directors. During the year under review, the Committee met thrice (3) on May 16, 2017, August 14, 2017 and November 9, 2017 which was chaired by Dr. H B N Shetty, Non- Executive & Independent Director and the attendance of the members are as follows: The Company Secretary is the Secretary to the Committee.

Sl.No.	Name of the Member	Category	No. of Audit Committee Meetings held and Attended	
			Held	Attended
1.	Dr. H B N Shetty	Chairperson, Non-Executive & Independent Director	3	3
2.	Dr. Pasumarthi S N Murthi	Member, Non-Executive and Promoter Director	3	3
3.	Dr. S Vydeeswaran	Member, Non-Executive & Independent Director	3	3

b) Terms of Reference

The NRC has been constituted to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Committee is also authorized to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the Remuneration of the Directors, Key Managerial Personnel and other Employees. The remuneration policy is in consonance with the existing industry practice and is also aligning with the provisions of the Companies Act, 2013. Chairman of the Committee is elected by the members for each meeting.

REPORT ON CORPORATE GOVERNANCE - (Contd.)

V) REMUNERATION TO NON-EXECUTIVE DIRECTORS

The disclosures with respect to remuneration paid to Mr. S Sambhu Prasad, Chairman & Managing Director, have been made in the Board's Report. Shareholders at the 78th Annual General Meeting held on September 18, 2015 approved a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 to be paid and distributed among some or all of the directors of the Company (other than the Executive Directors) in a manner decided by the Nomination and Remuneration Committee and this payment will be made with respect to the profits of the Company for each year.

The commission for Non-Executive Directors is determined based on the performance evaluation and recommendation of the Committee and finally approved by the Chairman & Managing Director. The criteria, inter-alia, includes attendance in Board & Committee meetings, participation as Chairman or Member in the Committees, contribution in corporate planning, etc. The commission & sitting fees paid for the year ended March 31, 2018 to the Non-Executive Directors are as follows:

Sl.No.	Name of the Non- Executive Director	Commission (in Rs.)	Sitting Fees (in Rs.)	Net Amount (in Rs.)
1.	Dr. Pasumarthi S N Murthi	2,50,000	1,50,000	4,00,000
2.	Dr .H B N Shetty	4,50,000	2,10,000	6,60,000
3.	Dr. (Ms.) Marie Shiranee Pereira	3,00,000	1,20,000	4,20,000
4.	Dr. S Vydeeswaran	3,50,000	1,70,000	5,20,000
5.	V Swaminathan	6,00,000	1,20,000	7,20,000
6.	G Raghavan	6,00,000	80,000	6,80,000
	TOTAL	25,50,000	8,50,000	34,00,000

No other remuneration was paid to Non-Executive Directors other than the above mentioned.

VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition & Attendance

The Stakeholders Relationship Committee (SRC) has been constituted by the Board as per the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulation, 2015 and comprises of three (3) Directors. During the year, the committee met four (4) times on May 16, 2017, August 14, 2017, November 9, 2017, February 13, 2018 to review the grievances and approve transfers and transmissions. Dr. H B N Shetty was elected as the Chairman of all the meetings. The Company Secretary is the Secretary to the Committee. The attendance of the members is as follows:

Sl.No.	Name	Category	No. of Stakeholders Relationship Committee meetings held and attended	
			Held	Attended
1.	Dr. H B N Shetty	Chairperson, Non-Executive & Independent Director	4	4
2.	Dr. S Vydeeswaran	Member, Non-Executive & Independent Director	4	4
3.	Dr. Pasumarthi S N Murthi	Member, Non-Executive and Promoter Director	4	4

b) Terms of Reference

The terms of reference of the Stakeholders Relationship Committee includes:

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

The total number of complaints received and resolved to the satisfaction of the shareholders during the year under review was Eight (8). As on March 31, 2018, no investor grievance has remained unattended/ pending for more than thirty days.

REPORT ON CORPORATE GOVERNANCE - (Contd.)

VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a) Composition

The Corporate Social Responsibility Committee (CSR) has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and consists of three (3) members. During the year, the committee met two (2) times on May 16, 2017 and February 13, 2018. Dr. H.B.N. Shetty was elected as Chairman in all the meetings. The Company Secretary is the Secretary to the Committee. The attendance of the members is as follows:

Sl.No.	Name of the Member	Category	No. of meetings held and attended	
			Held	Attended
1.	Dr.H B N Shetty	Chairperson, Non-Executive & Independent Director	2	2
2.	S Sambhu Prasad	Member, Executive & Promoter Director	2	2
3.	Dr. S Vydeeswaran	Member, Non-Executive & Independent Director	2	2

Some of the key initiatives taken by the Company during the year under review are explained in "Annexure C".

VIII. GENERAL BODY MEETINGS

a) Details of Annual General Meeting(s) held during the last three years are as under :

Year	Day / Date	Venue	Time	Special Resolutions Passed
2014-15	September 18, 2015 (Seventy Eighth AGM)	Narada Gana Sabha (Sathguru)	10.15 A.M.	Declaration of commission payable to the Non- Executive Directors for a sum not exceeding 1% per annum of the net profits of the Company
2015-16	September 22, 2016 (Seventy Ninth AGM)	Gnananandha Hall), No:314 (Old No:254),	10.15 A.M	Approval for adoption of new Articles of Association under Section 14 of the Companies Act, 2013
2016-17	September 21, 2017 (Eightieth AGM)	T.T.K.Road, Chennai-18	10.30 A.M	Re-appointment of 3 Independent Directors of the Company for a second term of Five (5) years pursuant to Section 149, 150 and 152

b) Special Resolutions passed through Postal Ballot and details of Voting Pattern during the year 2017-18:

The Company successfully completed the process of obtaining approval of its members through Postal Ballot on April 17, 2018 for Sub- Division of shares and alteration of Capital Clause and Object Clause of Memorandum of Association.

c) Passing of Special Resolutions through Postal Ballot, during the year 2018-19:

Your Company does not foresee any event requiring approval of shareholders by way of Postal Ballot for the year 2018-19 other than the above mentioned. In case of any requirement, the Company shall comply with the provisions of the Companies Act, 2013 and the Rules made thereunder.

IX. MEANS OF COMMUNICATION

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

a) Quarterly Results

The approved financial results are forthwith sent to the Stock Exchanges where the shares are listed and are displayed on the Company's web link - <https://www.amrutanjani.com/financials.html> and are generally published in nationwide English and vernacular language newspapers within forty eight (48) hours of approval thereof.

REPORT ON CORPORATE GOVERNANCE - (Contd.)

b) News Releases, Presentations, etc.

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

c) Website

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

d) Annual Report

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

e) Designated Exclusive Email ID:

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

X. GENERAL SHAREHOLDER INFORMATION

Particulars	Description
AGM date, time and venue	17 th September, 2018 at 10.30 A.M. (IST) at The, Narada Gana Sabha, "Sathguru Gnananda Hall" No.314, TTK Road, Chennai 600 018, Tamil nadu
Financial Year	2017-18
Financial Calendar	Quarter 1 1st April to 30th June Quarter 2 1st July to 30th September Quarter 3 1st October to 31st December Quarter 4 1st January to 31st March
Date of Book Closure	September 11, 2018 to September 17, 2018
Registered Office	No.103, (Old No.42-45) Luz Church Road, Mylapore, Chennai - 600 004
Website	www.amrutanjan.com

Listing on Stock Exchanges

The Company's shares are listed on the National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. The shares of the Company are also permitted to be traded under the permitted securities category on the Bombay Stock Exchange Limited (BSE). The Company has paid the Listing Fee to the National Stock Exchange and there are no dues pending.

Stock code/Scrip code & ISIN No:

Sl.No.	Name of the Exchange	Scrip code
1.	Bombay Stock Exchange Limited	590006
2.	National Stock Exchange of India Limited	AMRUTANJAN
3.	ISIN for Dematerialized Equity shares (NSDL and CDSL)	INE098F01031*

* New ISIN of the Company obtained after the sub-division of shares. Old ISIN is INE098F01023

REPORT ON CORPORATE GOVERNANCE - (Contd.)

Market Price Data:

Stock Price data: Monthly High & Low during FY 2017-2018

Month	Bombay Stock Exchange Ltd (BSE) (in Rs. per Share)		National Stock Exchange of India Ltd (NSE) (in Rs. per Share)	
	Month's High	Month's Low	Month's High	Month's Low
April 2017	733.40	592.00	733.00	591.00
May 2017	790.00	642.60	784.20	675.00
June 2017	707.50	670.00	707.50	670.35
July 2017	733.50	632.00	737.00	630.40
August 2017	649.95	572.00	649.90	553.30
September 2017	635.00	570.75	644.00	570.00
October 2017	618.70	564.55	617.00	560.50
November 2017	666.00	587.00	664.80	583.20
December 2017	693.00	575.00	692.15	572.35
January 2018	682.00	567.00	681.00	589.45
February 2018	620.00	555.00	627.00	553.00
March 2018	582.50	535.00	584.00	523.70

Registrar and Share Transfer Agents :

Cameo Corporate Services Limited

'Subramaniam Building', No.1, Club House Road, Chennai 600 002

Telephone No.: (044) 28460390. Fax No: (044) 28460129

Email: investor@cameoindia.com

Share Transfer system:

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within the stipulated period from the date of receipt, if the documents are clear in all respects. As on March 31, 2018, no Equity Shares were pending for transfer.

On a half-yearly basis the compliance with the share transfer formalities is audited by a Practising Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges. Also reconciliation of share capital audit in terms of regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 is taken up on a quarterly basis and the report of the PCS is filed with the stock exchanges certifying that the total listed capital of the Company is in agreement with the total number of shares in physical and dematerialized form and that there is no difference between the issued and the listed capital of the Company.

Distribution of Shareholding as on March 31, 2018

Shareholding	Shareholders		Share Amount	
	Numbers	% to total	In Rs.	% to total
1 - 5000	17,287	98.00	53,81,028	18.41
5001 - 10000	170	0.96	12,58,696	4.31
10001 - 20000	91	0.52	12,72,432	4.35
20001 - 30000	37	0.21	9,32,668	3.19
30001 - 40000	7	0.04	2,35,114	0.80
40001 - 50000	9	0.05	4,16,728	1.43
50001 - 100000	17	0.10	12,34,020	4.22
100001 and above	21	0.12	1,84,99,944	63.29
Total	17,639	100.00	2,92,30,630	100.00

REPORT ON CORPORATE GOVERNANCE - (Contd.)

Distribution of shares by category as on March 31, 2018

Category	No. of shares held	Percentage (%)
Promoters	73,11,055	50.02
General public and others	59,55,459	40.75
Body corporate	5,49,987	3.76
NRIs	2,40,918	1.65
Banks/ FI	22,545	0.15
FII/FPI	1,59,961	1.09
Trusts	500	0.00
Clearing Member	11,387	0.08
Mutual Funds	3,49,253	2.39
Directors/ Relatives	14,250	0.10
TOTAL	1,46,15,315	100.00

Dematerialization of shares and liquidity

The shares of the Company are in compulsory demat mode and are available for trading in the depository systems of both National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). As on March 31, 2018, Equity shares representing **94.58%** of the total number of shares are in dematerialized form.

Particulars	As on March 31, 2018	% to Total Capital	As on March 31, 2017	% to Total Capital
Physical	7,92,268	5.42%	9,91,180	6.78%
Demat	1,38,23,047	94.58%	1,36,24,135	93.22%
Total	1,46,15,315	100.00%	1,46,15,315	100.00%

Dividend

The Board at its meeting(s) held on November 9, 2017 and February 13, 2018 had approved interim dividend of Rs. 2.20/- per equity share (Rs. 1.10/- each per equity share of Rs. 2/- in each meeting) on the equity shares of the Company which was paid on November 22, 2017 and February 28, 2018 respectively.

Further, in the meeting held on May 24, 2018, the Board has recommended payment of final dividend of Re. 0.85/- per equity share of Re. 1/- each. The dividend if approved by the shareholders will be paid within 30 days from the date of declaration.

Unpaid / Unclaimed Dividends and Transfer to IEPF:

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the financial year ended **2010-11/2011-12** and thereafter which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

During the year, the Company had transferred to IEPF an unclaimed dividend of **Rs. 7,04,460** for the financial year ended **2009-2010 (Final Dividend)** and **Rs. 3,78,215** for the financial year ended **2010-11 (Interim Dividend)**.

Further the Company had filed with Registrar of Companies, the details of unpaid and unclaimed dividends lying with the Company as on the date of last Annual General Meeting and the same has been uploaded on the website of the Company <https://www.amrutanjan.com/si.html>

Transfer of Unclaimed Shares to IEPF Authority - DEMAT Account

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, ("the Rules" / "IEPF Rules") the Company is required to transfer shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more.

The Ministry of Corporate Affairs has notified depository accounts to which such shares are required to be transferred. During the year, the Company has initiated transfer/transferred such shares to IEPF Authority as under:

Year from which dividend has remained unclaimed / unpaid for seven consecutive years	No of shares
2008-09 (Final Dividend)	1,26,561
2009-10 (Interim Dividend)*	3,810
2009-10 (Final Dividend)*	10,242

REPORT ON CORPORATE GOVERNANCE - (Contd.)

* Note : This transfers were initiated prior to closure of the financial year ended March 31, 2018 and were completed in May 2018 and June 2018 respectively.

The shareholders, however, may claim the said shares by following the procedure prescribed by the IEPF Authority.

An intimation in regard to the shares relating to unclaimed dividend of upcoming years which are liable to transfer to IEPF Authority would be sent to all concerned shareholders at their latest known addresses. In accordance with the said rules, the requisite details would be made available on the web-link <https://www.amrutanjan.com/si.html>. The concerned shareholders are requested to claim their dividend before the due date of transfer of shares to the IEPF.

Unclaimed Share Suspense Account

The Company does not have any unclaimed shares in the unclaimed shares suspense account pursuant to Regulation 34 (3) read with Schedule V of SEBI Listing Regulations.

Plant Location

OTC Division		Beverage Division
Plot No.37, 38 & 39, SIDCO Pharmaceutical Complex, Alathur Village, Thiruporur Taluk, Kancheepuram District, Tamil Nadu 603 110	Plot No:14, Industrial Development Area, Uppal, Hyderabad- 500 039.	160/1-A, Aranvoyal Village, Tiruvallur Taluk & District Tamil Nadu - 602 025.

Address for correspondence:

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

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

XI. OTHER DISCLOSURES

- Details of transactions of material nature with any of the related parties as specified in Accounting Standard -18 issued by the Institute of Chartered Accountants of India have been reported in the notes on accounts.
- The Company has complied with all the requirements of regulatory authorities and no penalties / strictures were imposed on the Company by the Stock Exchanges or SEBI, or any Statutory Authority on any matter related to capital markets, during the last three years.
- The Company has adopted a Whistle Blower policy and has not denied access to any personnel to approach the Management or the Audit Committee on any issue.
- Details of compliance with Mandatory Requirements:

I. Code of Conduct:

The Company has laid down procedures to be followed by the Members of the Board and Senior Management Personnel for ethical professional conduct.

II. CEO / CFO Certification:

The CEO / CFO Certification of the Financial Statements and the Cash Flow Statement for the year under review forms part of this Report.

III. A Certificate from Practising Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in 34(3) of SEBI (LODR) Regulations, 2015 forms part of this Report.

- The web link where policy on dealing with related party transactions is available at <https://www.amrutanjan.com/policy.html>

REPORT ON CORPORATE GOVERNANCE - (Contd.)

- f. The Internal auditors of the Company directly submit their report to the Audit Committee every quarter.
- g. The Company has duly complied with the requirements of Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LODR) Regulations, 2015

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

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and to the best of our knowledge and belief that:
 - (i) these statements do not contain materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. In our opinion there are adequate internal controls over financial reporting.
4. We have indicated to the Auditors and the Audit Committee
 - (i) Significant changes in the internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For AMRUTANJAN HEALTH CARE LIMITED

Place : Chennai
Date : May 24, 2018

S Sambhu Prasad
Chairman and Managing Director

N Swaminathan
Chief Financial Officer

REPORT ON CORPORATE GOVERNANCE - (Contd.)

PRACTISING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Amrutanjan Health Care Limited

We have examined the compliance of conditions of Corporate Governance by Amrutanjan Health Care Limited, for the year ended on March 31, 2018 as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

For P Sram & Associates
Practising Company Secretary

Place : Chennai
Date : August 9, 2018

P. Sram
Proprietor
C.P No: 3310

DECLARATION ON CODE OF CONDUCT

As provided under SEBI (LODR) Regulations, 2015, I hereby declare that the Board Members and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and the Senior Management for the year ended March 31, 2018.

Place : Chennai
Date : August 9, 2018

S Sambhu Prasad
Chairman and Managing Director

Annexure Forming part of the Board's Report

ANNEXURE - C

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2017-18

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

The Company's CSR Policy is to enhance the living standards of the Society, ensure social economic development, and achieve environmental sustainability and to be a socially responsible citizen. In accordance with it, the main area of focus for the financial year 2017-18 was Protection of National Heritage, Animal Welfare, Health and Sanitation, Promoting Education, Environmental Protection and Empowerment of Women. The Company shall give preference to various local areas and areas around which the Company is carrying out its activities.

The projects and programmes undertaken are within the framework of the Schedule VII of the Companies Act, 2013 and as per the policy of the Company. The web- link for the CSR Policy is <https://www.amrutanjan.com/csr-policy.html> and for the projects and programs undertaken is <https://www.amrutanjan.com/annual.html> (Annual Report link)

2. **The Composition of the CSR Committee:**

S.No.	Name of the Director	Designation
1.	Dr. H B N Shetty	Chairperson, Non-Executive & Independent Director
2.	S Sambhu Prasad	Member, Executive & Promoter Director
3.	Dr. S Vydeeswaran	Member, Non-Executive & Independent Director

3. **Average net profit of the company for last three financial years: Rs. 3,102.50 (lakhs)**
4. **Prescribed CSR Expenditure (2 % of the average net profit of the last 3 financial years : Rs. 62.05 (lakhs)**
5. **Details of CSR spent during the financial year:**

- (a) Total amount to be spent for the financial year: **Rs. 62.05 (lakhs)**
- (b) Amount unspent, if any : **NIL**
- (c) In case the company has failed to spend the entire amount, reasons thereof for not spending the amount : **Not Applicable**
- (d) Manner in which the amount spent during the financial year is detailed below (Rs. in 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/ Programs Sub-heads (1) Direct expenditure on projects/ programs (2) Overheads	Cumulative expenditure upto to the reporting period Amount spent	Amount spent : Direct or through implementing agency
1.	Preservation of national heritage	Refurbish and preserve arts, culture and restoration of building and sites of historical importance	Chennai, Tamilnadu	12.48	12.48	12.48	Implementing agency - Confederation of Indian Industry (CII) and in collaboration with Mother Theresa Educational & Charitable Trust (MTEC)
2.	Animal Protection	Animal welfare	Chennai, Tamilnadu	12.00	12.00	24.48	Implementing agency - People For Animals (PFA)
3.	Support of education of girl children	Education	Chennai, Tamilnadu	10.00	10.00	34.48	Implementing agency - Avvai Home & Orphanage for Girls
4.	Educational support for underprivileged girls	Women Empowerment	Jaunpur Uttar Pradesh	5.00	5.00	39.48	Implementing agency - IIMPACT
5.	Support for education of 15 students	Education	Bengaluru, Karnataka	5.00	5.00	44.48	Implementing agency - Sparsha Trust

Annexure Forming part of the Board's Report

(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/ Programs Sub-heads (1) Direct expenditure on projects/ programs (2) Overheads:	Cumulative expenditure upto to the reporting period Amount spent:	Amount spent : Direct or through implementing agency
6.	Providing education and enhancement of life of differently abled children	Health Care and education	Krishna Dist. Andhra Pradesh	5.00	5.00	49.48	Implementing agency - Kasinadhuni Durgamba Butchaiah (KDB) Trust
7.	Promoting education and provision of free home for children	Education	Vetapalem Andhra Pradesh	3.00	3.00	52.48	Implementing agency - AIM for SEVA
8.	Support of activities in the field of leprosy treatment programme	Health Care	Hyderabad Telangana	3.00	3.00	55.48	Implementing agency - Sivananda Rehabilitation Home
9.	Support for education of poor and downtrodden students.	Education	Chennai Tamilnadu	2.53	2.53	58.01	Implementing agency - Single Teacher School (Unit of Swami Vivekananda Rural Development Society
10.	Support for rehabilitation and well being of special children	Health Care	Chennai Tamilnadu	2.17	2.17	60.18	Implementing agency - Samarpana
11.	Laying of flooring in Panchayat Union Middle School	Education	Thiruvallur Dist. Tamilnadu	1.13	1.13	61.31	Direct
12.	Rehabilitation support for children with Neuro - Muscular Disorders & Developmental Disabilities	Health Care	Bengaluru, Karnataka	1.00	1.00	62.31	Implementing agency - Spastic Society
13.	Tank Cleaning and Development in Alathur Village	Environment	Kancheepuram District, Tamilnadu	0.41	0.41	62.72	Direct
14.	Shri Shankarlal Sundarbai Shasun Jain College for Women	Education	Chennai Tamilnadu	0.12	0.12	62.84	Direct
TOTAL				62.84	62.84		

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report- Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The CSR Committee hereby confirms that the CSR Policy is in compliance with CSR objectives and Policy of the Company.

Dr. H B N Shetty
(Chairperson of CSR Committee)

S Sambhu Prasad
(Member)

Dr. S Vydeeswaran
(Member)

Annexure Forming part of the Board's Report

ANNEXURE - D

Particulars of Directors, Key Managerial Personnel and Employees for the year 2017-18

A) Disclosure as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Qualification Rules), 2014

S.No.	Particulars	Details		
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	S Sambhu Prasad	Chairman-and Managing Director	40 times (40:1)
		Dr. Pasumarthi S N Murthi	Non- Executive Director	1.25 times (1.25:1)
		Dr. H B N Shetty	Non- Executive Independent Director	2.06 times (2.06:1)
		Dr.(Ms.) Marie Shiranee Pereira	Non- Executive Independent Director	1.31 times (1.31:1)
		Dr. S Vydeeswaran	Non- Executive Independent Director	1.62 times (1.62:1)
		G Raghavan	Non- Executive Independent Director	2.12 times (2.12:1)
		V Swaminathan	Non- Executive Independent Director	2.25 times (2.25:1)
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name	Designation	% Increase / (Decrease) in CTC
		S Sambhu Prasad	Chairman-and Managing Director	(0.08)
		Dr. Pasumarthi S N Murthi	Non- Executive Director	11.11
		Dr. H B N Shetty	Non- Executive Independent Director	2.72
		Dr.(Ms.) Marie Shiranee Pereira	Non- Executive Independent Director	1.82
		Dr. S Vydeeswaran	Non- Executive Independent Director	4.52
		G Raghavan	Non- Executive Independent Director	0.74
		V Swaminathan	Non- Executive Independent Director	1.05
		N Swaminathan	Chief Financial Officer	NIL*
		M Srinivasan	Company Secretary	22.33
3.	The percentage increase in the median remuneration of employees in the financial year:	Approximately 14.10%		
4.	The number of permanent employees on the rolls of the Company	670 (Inclusive of Trainees)		
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are exceptional circumstances for increase in the managerial remuneration:	Average increase in remuneration is around 17.59% for employees other than Managerial Personnel and around (3.21%) for Managerial Personnel		
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes		

* Mr. N Swaminthan, Chief Financial Officer has worked only for part of the year during the financial year 2017-18.

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

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee.

For and on behalf of the Board

Place : Chennai

Date : August 9, 2018

S Sambhu Prasad
Chairman and Managing Director

Annexure Forming part of the Board's Report

ANNEXURE - E

Form No.MR-3

SECRETARIAL AUDIT REPORT FINANCIAL YEAR ENDED 31st MARCH, 2018

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

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

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed here under 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, 2018 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 in relation to Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

Other Specific Laws applicable to the company

- 6) Drug & Cosmetics Act, 1940.
- 7) Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations.
- 8) The Hazardous Wastes (Management and Handling) Rules 1989;
- 9) The Prevention of Food Adulteration Act, 1954;
- 10) The Legal Metrology Act, 2009;
- 11) The Legal Metrology (Packaged Commodities) Rules, 2011;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Equity Listing Agreements entered into by the Company with National Stock Exchange of India Limited;

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

I further report that

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

Annexure Forming part of the Board's Report

ANNEXURE - E

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

I have examined the systems and processes of the Company in place to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

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 other applicable laws on the operation of the Company and the rules made thereunder.

I further report that during the audit period, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc except for the order received from the National Company Law Tribunal approving the Scheme of Amalgamation of Amrutanjan Pharmaessense Private Limited, the Wholly Owned Subsidiary with the Company

For P Sriram & Associates

Place : Chennai
Date : May 24, 2018

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

Annexure A

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

My report of even date is to be read along with this supplementary testimony.

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

For P Sriram & Associates

Place : Chennai
Date : May 24, 2018

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

Annexure Forming part of the Board's Report

ANNEXURE - F

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03. 2018

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

I. REGISTRATION & OTHER DETAILS:

S.No.	Particulars	Details
1.	CIN	L24231TN1936PLC000017
2.	Registration Date	September 9, 1936
3.	Name of the Company	AMRUTANJAN HEALTH CARE LIMITED
4.	Category/Sub-category of the Company	Public Limited Company - Limited by Shares Indian Non- Government Company
5.	Address of the Registered office & contact details	No.103, (Old no.42-45) Luz Church Road, Mylapore, Chennai - 600 004 Email :shares@amrutanjan.com Phone : 044-24994465 Fax: 044-24994585
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited, "Subramanian Building", 1, Club House Road, Chennai-600002 Email : investor@cameoindia.com Phone: 044-28460390 Fax: 044-24860129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S.No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
1.	Ayurvedic Pain Balms	21003	86.82
2.	Beverages	10304	11.80

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - Not applicable

The Wholly Owned Subsidiary Company ; Amrutanjan Pharmaessense Private Limited, got merged with Amrutanjan Health Care Limited pursuant to the sanction of the Scheme of Amalgamation ("Merger") by the National Company Law Tribunal (NCLT), Chennai vide its order dated July 13, 2017.

Annexure Forming part of the Board's Report

IV- Shareholding Pattern (Equity Shares Capital breakup as per Total Equity)

A) Category Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2017]				No. of Shares held at the end of the year [As on March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	73,18,845	2,210	73,21,055	50.09	73,08,845	2,210	7311055	50.02	(0.07)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Directors and their Relatives	-	-	-	-	-	-	-	-	-
Sub – total (A) (1):	73,18,845	2,210	73,21,055	50.09	73,08,845	2,210	7311055	50.02	(0.07)
(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub – total(A) (2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A1)+(A2)	73,18,845	2,210	73,21,055	50.09	73,08,845	2,210	7311055	50.02	(0.07)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3,81,998	-	3,81,998	2.61	3,49,253	-	3,49,253	2.39	(0.22)
b) Banks / FI	25,537	250	25,787	0.18	22,295	250	22,545	0.15	(0.03)
c) Central Govt/ State Govt(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i) Others - Alternate Investment Funds	-	-	-	-	4,58,001	-	4,58,001	3.13	3.13
j) Others -Foreign Portfolio Investor	45,936	-	45,936	0.31	1,59,961	-	1,59,961	1.09	0.78
Sub-total (B)(1):-	4,53,471	250	4,53,721	3.10	9,89,510	250	9,89,760	6.77	3.67

Annexure Forming part of the Board's Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2017]				No. of Shares held at the end of the year [As on March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	6,59,107	2,610	6,61,717	4.53	5,48,017	1,970	5,49,987	3.76	(0.77)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	41,01,581	9,92,662	50,94,243	34.86	37,19,154	7,87,838	45,06,992	30.83	(4.03)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	6,70,439	-	6,70,439	4.59	6,88,479	-	6,88,479	4.71	0.12
c) Others (specify)									
Trust	1,151	-	1,151	0.00	500	-	500	0.00	-
Non Resident Indian	2,09,785	335	2,10,120	1.44	2,40,918	-	2,40,918	1.65	0.21
Clearing Members	10,566	-	10,566	0.07	11,387	-	11,387	0.08	0.01
Hindu Undivided Families	1,92,303	-	1,92,303	1.32	1,89,676	-	1,89,676	1.30	(0.02)
Investor Education and Protection Fund	-	-	-	-	1,26,561	-	1,26,561	0.87	0.87
Any other Total	4,13,805	335	4,14,140	2.83	5,69,042	-	5,69,042	3.90	1.07
Sub-total (B)(2):-	58,44,932	9,95,607	68,40,539	46.80	55,24,692	7,89,808	63,14,500	43.20	(3.60)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	62,98,403	9,95,857	72,94,260	49.91	65,14,202	7,90,058	73,04,260	49.98	0.07
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,36,17,248	9,98,067	1,46,15,315	100	1,38,23,047	7,92,268	1,46,15,315	100	-

Annexure Forming part of the Board's Report

B) Shareholding of Promoter-

Sl. No.	Shareholder's Name	At the beginning of the year (As on April 1, 2017)			At the end of the year (As on March 31, 2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	S Sambhu Prasad	24,19,980	16.56	-	24,19,980	16.56	-	-
2.	S Leela Bhramara	14,95,365	10.23	-	14,95,365	10.23	-	-
3.	S Ramayamma	11,27,395	7.71	-	11,27,395	7.71	-	-
4.	P Nageswaramma	9,40,070	6.43	-	9,40,070	6.43	-	-
5.	Ramalingam Ganti(Trustee of Amrutha Dharma Nidhi)	3,65,320	2.50	-	3,65,320	2.50	-	-
6.	Dr. Pasumarthi S N Murthi	3,32,195	2.27	-	3,32,195	2.27	-	-
7.	P Sathyanarayana	3,24,420	2.22	-	3,24,420	2.22	-	-
8.	Arikirevula Ramaa Prabhakar	2,87,100	1.97	-	2,87,100	1.97	-	-
9.	Arikirevula Ramaa Prabhakar Jt1 : Prabhakar Arikirevula	27,000	0.18	-	17,000	0.12	-	(0.06)
10.	S Nageswara Rao	2,210	0.02	-	2,210	0.02	-	-
	Total	73,21,055	50.09	-	73,11,055	50.02	-	(0.07)

Annexure Forming part of the Board's Report

C) Change in Promoters' Shareholding (please specify, if there is no change) (Annexure A) -

Sl. No.	Shareholder's Name	Shareholding at Beginning of Year (April 1, 2017)		Date	Increase/ (Decrease) in share- holding	% of Increase/ (Decrease) in shareholding		Reason	Cumulative Share- holding during during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of Total Shares of the Company			No. of shares	% of change		No. of Shares	% of Total Shares of the Company
1.	S Sambhu Prasad	24,19,980	16.56	-	-	-	-	-	24,19,980	16.56
2.	S Leela Bhramara	14,95,365	10.23	-	-	-	-	-	14,95,365	10.23
3.	S Ramayamma	11,27,395	7.71	-	-	-	-	-	11,27,395	7.71
4.	P Nageswaramma	9,40,070	6.43	-	-	-	-	-	9,40,070	6.43
5.	Ramalingam Ganti	3,65,320	2.50	-	-	-	-	-	3,65,320	2.50
6.	Dr. Pasumarthi S N Murthi	3,32,195	2.27	-	-	-	-	-	3,32,195	2.27
7.	P Sathyanarayana	3,24,420	2.22	-	-	-	-	-	3,24,420	2.22
8.	S Nageswara Rao	2,210	0.02	-	-	-	-	-	2,210	0.02
9.	Arikirevula Ramaa Prabhakar	2,87,100	1.97	-	-	-	-	-	2,87,100	1.97
10.	Arikirevula Ramaa Prabhakar Jt1 : Prabhakar Arikirevula	27,000	0.18	-	-	-	-	-	27,000	0.18
				23.06.2017	Decrease	(4,000)	(0.03)	Sale	23,000	0.16
				30.06.2017	Decrease	(339)	(0.00)	Sale	22,661	0.16
				07.07.2017	Decrease	(438)	(0.00)	Sale	22,223	0.15
				21.07.2017	Decrease	(223)	(0.00)	Sale	22,000	0.15
				20.10.2017	Decrease	(464)	(0.00)	Sale	21,536	0.15
				27.10.2017	Decrease	(674)	(0.00)	Sale	20,862	0.14
				31.10.2017	Decrease	(3,862)	(0.03)	Sale	17,000	0.12
Closing Balance of Arikirevula Ramaa Prabhakar at the end of the year (as on March 31, 2018)									17,000	0.12

Annexure Forming part of the Board's Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):(Annexure B)

Sl. No.	Shareholder's Name	Shareholding at Beginning of Year (April 1, 2017)		Date	Increase/ (Decrease) in share-holding	% of Increase/ (Decrease) in share-holding	Reason	Cumulative Share-holding during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of Total Shares of the Company					No. of Shares	% of Total Shares of the Company
1.	RAJASHEKAR SWAMINATHAN IYER (combined 3 folios with same PAN)	4,09,609	2.80	21.04.2017	(7,100)	(0.05)	Sale	4,02,509	2.75
				28.04.2017	(12,900)	(0.09)	Sale	3,89,609	2.67
				12.05.2017	(10,000)	(0.07)	Sale	3,79,609	2.60
				12.05.2017	(3,195)	(0.02)	Sale	3,76,414	2.58
				19.05.2017	(2,765)	(0.02)	Sale	3,73,649	2.56
				Closing Balance				3,73,649	2.56
2.	SUNDARAM MUTUAL FUND A/C SUNDARAM SMILE FUND	3,79,998	2.60	02.06.2017	(1,998)	(0.01)	Sale	3,78,000	2.59
				30.06.2017	(5,350)	(0.04)	Sale	3,72,650	2.55
				23.03.2018	(25,397)	(0.17)	Sale	3,47,253	2.38
				Closing Balance				3,47,253	2.38
3.	SUNDARAM ALTERNATIVE OPPORTUNITIES FUND – NANO CAP SERIES I	-	-	21.04.2017	1,40,000	0.96	Purchase	1,40,000	0.96
				28.04.2017	23,342	0.16	Purchase	1,63,342	1.12
				09.06.2017	114	0.00	Purchase	1,63,456	1.12
				16.06.2017	5,406	0.04	Purchase	1,68,862	1.16
				23.06.2017	7,211	0.05	Purchase	1,76,073	1.20
				30.06.2017	2,783	0.02	Purchase	1,78,856	1.22
				07.07.2017	4,200	0.03	Purchase	1,83,056	1.25
				08.09.2017	784	0.01	Purchase	1,83,840	1.26
				27.10.2017	500	0.00	Purchase	1,84,340	1.26
				10.11.2017	6,226	0.04	Purchase	1,90,566	1.30
				17.11.2017	30,170	0.21	Purchase	2,20,736	1.51
				24.11.2017	43,703	0.30	Purchase	2,64,439	1.81
				08.12.2017	6,127	0.04	Purchase	2,70,566	1.85
				12.01.2018	47,758	0.33	Purchase	3,18,324	2.18
				19.01.2018	6,242	0.04	Purchase	3,24,566	2.22
				23.03.2018	18,000	0.12	Purchase	3,42,566	2.34
				Closing Balance				3,42,566	2.34
4.	DIPAK KANAYALAL SHAH Jt1 : Mita Dipak Shah Jt2: Sharad Kanayalal Shah	2,10,000	1.43	-	-	-	-	2,10,000	1.43
				Closing Balance				2,10,000	1.43
				Closing Balance				2,10,000	1.43
5.	WASATCH EMERGING INDIA FUND	31,115	0.21	07.04.2017	21,421	0.15	Purchase	52,536	0.36
				28.04.2017	1,818	0.01	Purchase	54,354	0.37
				05.05.2017	7,628	0.05	Purchase	61,982	0.42
				12.05.2017	35,698	0.24	Purchase	97,680	0.67
				19.05.2017	45,298	0.31	Purchase	1,42,978	0.98
				05.01.2018	8,413	0.06	Purchase	1,51,391	1.01
				12.01.2018	8,570	0.06	Purchase	1,59,961	1.09
				Closing Balance				1,59,961	1.09

Annexure Forming part of the Board's Report

6.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS CUSTODIAN (SPECIAL COURT) - A/C HARSHAD MEHTA GROUP (combined 2 folios with same PAN) Closing Balance	500	0.00	01.12.2017	1,25,151	0.86	Purchase	1,25,151	0.86
				08.12.2017	1,410	0.00	Purchase	1,26,561	0.87
				-	-	-	-	-	-
				-	-	-	-	-	-
				-	-	-	-	-	-
				-	-	-	-	-	-
				-	-	-	-	-	-
								1,26,561	0.87
7.	SUNDARAM ALTERNATIVE OPPORTUNITIES FUND - NANO CAP SERIES II Closing Balance	-	-	02.06.2017	846	0.01	Purchase	846	0.01
				09.06.2017	5,086	0.03	Purchase	5,932	0.04
				16.06.2017	14,068	0.10	Purchase	20,000	0.14
				23.06.2017	22,366	0.15	Purchase	42,366	0.29
				30.06.2017	7,593	0.05	Purchase	49,959	0.34
				07.07.2017	1,150	0.01	Purchase	51,109	0.35
				01.09.2017	3,010	0.02	Purchase	54,119	0.37
				08.09.2017	5,881	0.04	Purchase	60,000	0.41
				27.10.2017	125	0.00	Purchase	60,125	0.41
				10.11.2017	1,310	0.01	Purchase	61,435	0.42
				17.11.2017	16,988	0.12	Purchase	78,423	0.54
				24.11.2017	7,442	0.05	Purchase	85,865	0.59
				08.12.2017	2,570	0.02	Purchase	88,435	0.61
				29.12.2017	836	0.01	Purchase	89,271	0.61
				12.01.2018	19,164	0.13	Purchase	1,08,435	0.74
				23.03.2018	7,000	0.05	Purchase	1,15,435	0.79
								1,15,435	0.79
8.	SUDHA COMMERCIAL COMPANY LIMITED Closing Balance	-	-	21.07.2017	80,000	0.55	Purchase	80,000	0.55
								80,000	0.55
9.	KATNENI MOHINI RAJYALAKSHMI Closing Balance	50,000	0.37	08.12.2017	4,000	0.03	Purchase	54,000	0.37
								54,000	0.37
10.	ARVINDA YASHWANTRAI KANANI Jt1 : Kapil Yashwantraai Kanani Closing Balance	50,830	0.35	-	-	-	-	50,830	0.35
								50,830	0.35

Annexure Forming part of the Board's Report

E) Shareholding of Directors and Key Managerial Personnel: (Annexure C)

Sl. No.	Shareholder's Name	Shareholding at Beginning of Year (April 1, 2017)		Date	Increase/ (Decrease) in share- holding	% of Increase/ (Decrease) in shareholding		Reason	Cumulative Share- holding during during the year (01/04/2017 to 31/03/2018)	
		No. of Shares	% of Total Shares of the Company			No. of shares	% of change		No. of Shares	% of Total Shares of the Company
1.	S Sambhu Prasad	24,19,980	16.56	-	-	-	-	-	24,19,980	16.56
2.	Dr. Pasumarthi S N Murthi	3,32,195	2.27	-	-	-	-	-	3,32,195	2.27
3.	Dr. H B N Shetty	-	-	-	-	-	-	-	-	-
4.	Dr. (Ms.) Marie Shiranee Pereira	-	-	-	-	-	-	-	-	-
5.	Dr. S Vydeeswaran	-	-	-	-	-	-	-	-	-
6.	G Raghavan	7,610	0.05	-	-	-	-	-	7,610	0.05
				25.08.2017	Increase	900	0.00	Purchase	8,510	0.06
				01.09.2017	Increase	1,490	0.01	Purchase	10,000	0.07
				15.09.2017	Increase	500	0.00	Purchase	10,500	0.07
				22.09.2017	Increase	500	0.00	Purchase	11,000	0.08
				29.09.2017	Increase	700	0.00	Purchase	11,700	0.08
				13.10.2017	Increase	300	0.00	Purchase	12,000	0.08
				27.10.2017	Increase	783	0.00	Purchase	12,783	0.09
				31.10.2017	Increase	217	0.00	Purchase	13,000	0.09

Mr. N Swaminathan, Chief Financial Officer was appointed w.e.f. November 9, 2017

Annexure Forming part of the Board's Report

V) INDEBTEDNESS -

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

Rs. in lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (April 1, 2017)				
i) Principal Amount	248.28	-	-	248.28
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	248.28			248.28
Reduction	(248.28)			(248.28)
Net Change	-			-
Indebtedness at the end of the financial year (March 31, 2018)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

in Rs.

Sl. No.	Particulars of Remuneration	Name of MD/WTM/ Manager	Total Amount (in Rs.)
		S. Sambhu Prasad, MD	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,09,64,731	1,09,64,731
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,79,662	2,79,662
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	15,00,000	15,00,000
5.	Others, please specify	-	-
Total (A)		1,27,44,393	1,27,44,393
Ceiling as per the Act		1,62,74,000	1,62,74,000

Annexure Forming part of the Board's Report

B. Remuneration to other directors

in Rs.

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Dr. Pasumarthi S N Murthi	Dr. H B N Shetty	Dr.(Ms.) Marie Shiranee Pereira	Dr. S Vydeeswaran	G. Raghavan	V. Swaminathan	
1.	Independent Directors							
	Sitting Fee for attending board and committee meetings	-	2,10,000	1,20,000	1,70,000	80,000	1,20,000	7,00,000
	Commission	-	4,50,000	3,00,000	3,50,000	6,00,000	6,00,000	23,00,000
	Others, please specify	-	-	-	-	-	-	-
2.	Total (1)	-	6,60,000	4,20,000	5,20,000	6,80,000	7,20,000	30,00,000
	Other Non-Executive Director							
	Sitting Fee for attending board committee meetings	1,50,000	-	-	-	-	-	1,50,000
	Commission	2,50,000	-	-	-	-	-	2,50,000
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	4,00,000	-	-	-	-	-	4,00,000
	Total (B)=(1+2)	4,00,000	6,60,000	4,20,000	5,20,000	6,80,000	7,20,000	34,00,000
	Total Managerial Remuneration (A + B)	-	-	-	-	-	-	1,61,44,393
	Overall Ceiling as per the Act	-	-	-	-	-	-	1,95,28,000

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

in Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO*	Total
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,89,532	8,37,510	27,27,042
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit others, specify...	-	-	-
5.	Others – Variable Pay	-	-	-
	Total	18,89,532	8,37,510	27,27,042

* Mr. N Swaminathan, Chief Financial Officer was appointed w.e.f November 9, 2017.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:-

During the year ended 31st March, 2018, no penalties were levied or punishment / compounding fee imposed by the Regional Director / Court on the Company / Directors / Officers in Default.

For and on behalf of the Board

Place : Chennai

Date : August 9, 2018

S Sambhu Prasad

Chairman and Managing Director

Annexure Forming part of the Board's Report

ANNEXURE - G

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

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(33) of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2018.

(A) CONSERVATION OF ENERGY		
(i)	The steps taken or impact on conservation of energy	The manufacturing process adopted by the company is not power intensive. During the year, we have taken initiatives to increase the through put – by reducing manpower through automation.
(ii)	The steps taken by the company for utilizing alternate sources of energy	
(iii)	The capital investment on energy conservation equipments	
(B) TECHNOLOGY ABSORPTION		
(i)	The efforts made towards technology absorption	The technology for the Manufacture of topical analgesic gel format had been developed and transferred to the production. New format for pain management using imported machinery is under development and study. We have developed and improved the efficacy of the existing pain balms. Efforts are also being made to improve the other products and processes. Under the OTC and F&B Divisions, a number of new products have been developed and launched by utilizing the in house R&D expertise/infrastructure.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) The details of technology imported (b) The year of import (c) Whether the technology been fully absorbed (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	The expenditure incurred on Research and Development	Expenditure
		2017-18
		2016-17
		(Rs. in Lakhs)
	Capital	-
	Recurring	97.62
	Total	97.62
	% of R & D expense to Sales	0.43
		0.50
(C) FOREIGN EXCHANGE EARNINGS AND OUTGO		
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	Expenditure	2017-18
		2016-17
		(Rs. in Lakhs)
	Earnings	621.48
	Outgo	273.92
		352.49
		239.01

For and on behalf of the Board

Place : Chennai
Date : August 9, 2018

S Sambhu Prasad
Chairman and Managing Director

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

Since 1893

Amrutanjan

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Pure Healthy Essence



Financial Statements

Independent Auditor's Report

TO THE MEMBERS OF AMRUTANJAN HEALTH CARE LIMITED

Report on the audit of Indian Accounting Standards ('Ind AS') Financial Statements

We have audited the accompanying Ind AS financial statements of **Amrutanjan Health Care Limited** ("the Company"), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss, statement of changes in equity and the statement of cash flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as 'Ind AS financial statements').

Management's Responsibility for the Ind AS Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit or loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The

procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March 2018, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Other Matters

The comparative financial information of the Company for the year ended 31 March 2017 and the transition date opening balance sheet as at 1 April 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31 March 2017 and 31 March 2016 dated 14 August 2017 and 6 May 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

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 in terms of section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion, proper books of account as required by law

Independent Auditor's Report - (Contd.)

have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, statement of profit and loss, statement of changes in equity and cash flow statement dealt with by this report are in agreement with the books of account;

(d) in our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act;

(e) on the basis of written representations received from the directors as on 31 March 2018, taken on record by the board of directors, none of the directors are disqualified as on 31 March 2018 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 with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) with respect to the other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors)

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

(i) the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - refer note 37 to the Ind AS 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 and

(iv) the disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. However amounts as appearing in audited financial statements for the period ended 31 March 2017 have been disclosed - refer note 42 to the Ind AS financial statements.

Place: Chennai
Date: 24 May 2018

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

K Raghuram
Partner
Membership No. 211171

Annexure A To The Independent Auditor's Report

To the Members of Amrutanjan Health Care Limited for the year ended 31 March 2018

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified once in three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory, except goods in transit and stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties as at the year end, written confirmations have been obtained by the management. The discrepancies noted on verification between the physical stocks and the book records were not material.

(iii) In our opinion and according to the information and explanations given to us, there are no companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.

(iv) The Company does not have any loan, investment, guarantees and security which requires compliance under section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Act in respect of products manufactured and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, duty of excise, duty of customs, service tax, value added tax, goods and services tax, cess and other material statutory dues have generally been regularly deposited by the

Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, duty of excise, duty of customs, service tax, value added tax, goods and services tax, cess and other material statutory dues were in arrears as at 31 March 2018, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, duty of customs, and goods and services tax which have not been deposited with the appropriate authorities on account of any dispute. However, the following dues of sales tax, value added tax, duty of excise and service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of the dues	Amount (Rs. in lakhs) (net of amount paid under protest) *	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Duty of Excise	8.89	2000 - 2001	Central Excise and Service Tax Appellate Tribunal (CESTAT)
		29.65	2011 - 2012	
Finance Act, 1994	Service tax	224.80	August 2010 to February 2012	Sales Tax Appellate Tribunal
Sales tax law	Sales tax	298.25	2010 - 2011 to 2015 - 2016	
Sales tax law	Sales tax	7.51	2012 - 2013 to 2015 - 2016	Appellate Authority - Commissioner

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company did not have outstanding dues to any financial institutions, debenture holders and government during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or any material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(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 section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, 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, we were

Annexure A to the Independent Auditor's Report - (Contd.)

given to understand that there are no transactions that require approvals in accordance with section 177 and 188 of the Act. Related party transactions as required by the relevant accounting standards has been disclosed in the IndAS financial statements.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, 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 them. Accordingly, 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. Accordingly, paragraph 3(xvi) of the Order is not applicable.

Place: Chennai
Date: 24 May 2018

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

K Raghuram
Partner
Membership No. 211171

Annexure B to the Independent Auditor's Report

To the Members of Amrutanjan Health Care Limited for the year ended 31 March 2018

Report on the Internal Financial Controls with reference to financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Amrutanjan Health Care Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the Ind AS 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 with reference to financial statements 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note 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 ICAI. 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 with

reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to Ind AS financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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.

Annexure B to the Independent Auditor's Report - (Contd.)

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Place: Chennai
Date: 24 May 2018

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

K Raghuram
Partner
Membership No. 211171

BALANCE SHEET AS AT 31 MARCH 2018

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	4	2,733.28	2,702.64	2,592.12
Capital work-in-progress	5	-	68.04	71.60
Intangible assets	6	20.77	11.00	13.08
Intangible assets under development		-	10.31	10.31
Financial assets				
Investments	7	758.30	734.45	983.26
Other financial assets	9	268.47	136.44	67.98
Deferred tax assets (net)	34	394.88	347.15	343.05
Other non current assets	10	86.82	392.97	154.90
Total non-current assets		4,262.52	4,403.00	4,236.30
Current assets				
Inventories	11	1,035.77	1,002.57	897.35
Financial assets				
Investments	7	-	224.70	-
Trade receivables	8	2,796.12	2,866.28	1,989.92
Cash and cash equivalents	12	2,924.00	2,530.40	2,208.11
Bank balances other than cash and cash equivalents	13	473.09	533.47	478.57
Other financial assets	9	4,363.94	2,992.86	2,564.14
Other current assets	14	742.14	667.94	745.04
Total current assets		12,335.06	10,818.22	8,883.13
Total assets		16,597.58	15,221.22	13,119.43
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	292.31	292.31	292.31
Other equity	16	12,573.60	11,279.00	9,527.78
Total equity		12,865.91	11,571.31	9,820.09
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	23	27.60	46.94	41.98
Provisions	21	493.93	374.91	350.47
Total non-current liabilities		521.53	421.85	392.45
Current liabilities				
Financial liabilities				
Borrowings	19	-	248.28	250.00
Trade payables	22			
total outstanding dues of micro and small enterprises		52.52	29.52	29.36
total outstanding dues of creditors other than micro and small enterprises		2,591.53	2,479.52	2,043.63
Other financial liabilities	23	122.64	147.44	163.77
Provisions	21	220.33	58.88	181.17
Other current liabilities	24	223.12	264.42	238.96
Total current liabilities		3,210.14	3,228.06	2,906.89
Total liabilities		3,731.67	3,649.91	3,299.34
Total equity and liabilities		16,597.58	15,221.22	13,119.43
Significant accounting policies	3			

The notes referred to above are an integral part of these financial statements
As per our report of even date attached

for and on behalf of the Board of Directors of
Amrutanjan Health Care Limited
CIN : L24231TN1936PLC000017

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number : 101248W/W-100022

S Sambhu Prasad
Chairman & Managing Director DIN: 00015729

Dr. H.B.N Shetty
Director DIN: 00015465

K Raghuram
Partner
Membership no: 211171
Place : Chennai
Date : 24 May 2018

N Swaminathan
Chief Financial Officer

M Srinivasan
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

	Note	Year ended 31 March 2018	Year ended 31 March 2017
Continuing operations			
Revenue from operations	25	22,471.40	21,719.11
Other income	26	572.82	724.61
Total income		23,044.22	22,443.72
Expenses			
Cost of materials consumed	27	7,176.86	6,950.07
Purchase of stock in trade		2,306.41	1,619.20
Changes in inventories of finished goods and stock in trade	28	79.89	(231.96)
Cost of materials consumed for services		110.16	93.81
Excise duty		153.59	1,030.29
Employee benefits expense	29	3,385.35	2,967.39
Finance costs	30	12.68	13.44
Depreciation and amortisation expense	31	290.59	204.79
Other expenses	32	6,419.81	6,286.92
Total expenses		19,935.34	18,933.95
Profit from continuing operations before exceptional items and income tax		3,108.88	3,509.77
Sale of immovable property and building		186.68	-
Profit from continuing operations before income tax		3,295.56	3,509.77
Current tax		1,320.00	1,167.18
Deferred tax		(29.36)	31.60
Income tax expense	34	1,290.64	1,198.78
Profit from continuing operations		2,004.92	2,310.99
Discontinued operation			
Loss from discontinued operation	33	(16.18)	(146.19)
Tax benefit of discontinued operation		(8.56)	(15.11)
Loss from discontinued operation after income tax		(7.62)	(131.08)
Profit for the year		1,997.30	2,179.91
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit liability/ (assets)		(35.27)	(62.28)
Income tax relating to items that will not be reclassified subsequently to profit or loss		(9.81)	(20.59)
Net other comprehensive income not to be reclassified subsequently to profit or loss		(25.46)	(41.69)
Other comprehensive income for the year, net of income tax		(25.46)	(41.69)
Total comprehensive income for the year		1,971.84	2,138.22
Earnings per share from continuing operations	18		
Basic and diluted earnings per share (INR)		6.86	7.91
Earnings per share from discontinued operation	18		
Basic and diluted earnings per share (INR)		(0.03)	(0.45)
Earnings per share from continuing operations and discontinued operation	18		
Basic and diluted earnings per share (INR)		6.83	7.46
Significant accounting policies	3		

The notes referred to above are an integral part of these financial statements
As per our report of even date attached

for and on behalf of the Board of Directors of
Amrutanjan Health Care Limited
CIN : L24231TN1936PLC000017

for **B S R & Co. LLP**
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S Sambhu Prasad
Chairman & Managing Director DIN: 00015729

Dr. H.B.N Shetty
Director DIN: 00015465

K Raghuram
Partner
Membership no: 211171
Place : Chennai
Date : 24 May 2018

N Swaminathan
Chief Financial Officer

M Srinivasan
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

a. Equity share capital

	Note	Amount
Balance as at 1 April 2016		292.31
Changes in equity share capital during the year	15	-
Balance as at 31 March 2017		292.31
Changes in equity share capital during the year	15	-
Balance as at 31 March 2018		292.31

b. Other equity

	Attributable to the owners of the Company				Total
	Reserves and surplus			Items of OCI	
	Capital redemption reserve	General reserve	Retained earnings	Remeasurement of defined benefit liability	
Balance as at 1 April 2016	27.69	5,109.43	4,412.26	(21.60)	9,527.78
Total comprehensive income for the year ended 31 March 2017					
Profit for the year	-	-	2,179.91	-	2,179.91
Remeasurement of defined benefit liability	-	-	-	(41.69)	(41.69)
Total comprehensive income	-	-	2,179.91	(41.69)	2,138.22
Transactions with owners, recorded directly in equity					
Distributions to owners					
Interim dividend paid (INR 2.20 per share)	-	-	321.54	-	321.54
Dividend distribution tax on interim dividend	-	-	65.46	-	65.46
Total transactions with owners	-	-	387.00	-	387.00
Balance at 31 March 2017	27.69	5,109.43	6,205.17	(63.29)	11,279.00

	Attributable to the owners of the Company				Total
	Reserves and surplus			Items of OCI	
	Capital redemption reserve	General reserve	Retained earnings	Remeasurement of defined benefit liability	
Balance as at 1 April 2017	27.69	5,109.43	6,205.17	(63.29)	11,279.00
Total comprehensive income for the year ended 31 March 2018					
Profit for the year	-	-	1,997.30	-	1,997.30
Remeasurement of defined benefit liability	-	-	-	(25.46)	(25.46)
Total comprehensive income	-	-	1,997.30	(25.46)	1,971.84
Transactions with owners, recorded directly in equity					
Distributions to owners					
Final dividend paid - 31 March 2017 (INR 1.65 per share)	-	-	241.15	-	241.15
Dividend distribution tax on final dividend	-	-	49.09	-	49.09
Interim dividend paid (INR 2.20 per share)	-	-	321.54	-	321.54
Dividend distribution tax on interim dividend	-	-	65.46	-	65.46
Total transactions with owners	-	-	677.24	-	677.24
Balance at 31 March 2018	27.69	5,109.43	7,525.23	(88.75)	12,573.60

The notes referred to above are an integral part of these financial statements
As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number : 101248W/W-100022

K Raghuram
Partner
Membership no: 211171

Place : Chennai
Date : 24 May 2018

for and on behalf of the Board of Directors of
Amrutanjan Health Care Limited
CIN : L24231TN1936PLC000017

S Sambhu Prasad
Chairman & Managing Director DIN: 00015729

N Swaminathan
Chief Financial Officer

Dr. H.B.N Shetty
Director DIN: 00015465

M Srinivasan
Company Secretary

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2018

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit / (loss) before income tax from:		
- Continuing operations	3,295.56	3,509.77
- Discontinued operation	(16.18)	(146.19)
Adjustments for:		
Depreciation and amortisation	306.39	286.77
Finance costs	22.76	65.17
Allowance for doubtful debts	40.00	-
Advances written off	24.79	-
Change in fair value of investments	(25.55)	24.10
Interest income on deposits with banks and financial institutions	(383.04)	(328.28)
Interest income on debt instruments	(66.84)	(83.52)
Write off of investments	1.71	-
Unrealised gain on foreign exchange differences	(1.17)	(0.80)
Profit on sale of property, plant and equipment	(194.53)	(4.32)
	3,003.90	3,322.70
Working capital adjustments:		
Decrease / (increase) in trade receivables	31.33	(875.56)
Decrease in current assets	231.95	75.81
Increase in other financial assets	(1,679.79)	(486.67)
Increase in inventories	(33.20)	(105.22)
(Decrease) / increase in financial liabilities	(22.34)	(2.18)
Decrease in provisions	(18.92)	(160.13)
Increase in trade payables	135.01	436.05
(Decrease) / increase in current liabilities	(41.30)	25.46
	(1,397.26)	(1,092.44)
Cash generated from operating activities	1,606.64	2,230.26
Less: Income tax paid	(1,055.88)	(1,403.96)
Net cash generated from operating activities (a)	550.76	826.30
Cash flow from investing activities		
Purchase or construction of property, plant and equipment, intangible assets, capital work in progress, intangible assets under development and capital creditors	(306.06)	(380.34)
Proceeds from sale of Property, plant and equipment	209.20	5.32
Redemption/maturity of bank deposits other than cash and cash equivalents	60.38	(54.90)
Interest income on deposits with banks and financial institutions	378.30	359.65
Interest income on debt instruments	223.47	41.64
Redemption of investments	224.69	0.01
Net cash generated / (used) in investing activities (b)	789.98	(28.62)
Cash flow from financing activities		
Repayment of borrowings	(248.28)	(1.72)
Interest paid	(22.76)	(65.17)
Dividend paid	(676.10)	(408.50)
Net cash used in financing activities (c)	(947.14)	(475.39)
Net increase in cash and cash equivalents (a) + (b) + (c)	393.60	322.29
Cash and cash equivalents at the beginning of the year	2,530.40	2,208.11
Cash and cash equivalents at the end of the year	2,924.00	2,530.40

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2018 - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

Notes to Cash Flow Statement

Components of cash and cash equivalents

	As at 31 March 2018	As at 31 March 2017
Cash on hand	4.36	7.60
Bank balances	353.21	249.70
Cheques on hand	862.91	781.65
Deposit accounts	1,703.52	1,491.45
	2,924.00	2,530.40

Note:

Reconciliation of liabilities from financing activities

	Borrowings	Finance cost	Dividend
As at 31 March 2017	248.28	-	81.00
Availed/ expenses during the year	-	22.76	677.24
Repayment/ payment during the year	(248.28)	(22.76)	(676.10)
Non-cash changes	-	-	-
As at 31 March 2018	-	-	82.14

Significant accounting policies

3

The notes referred to above are an integral part of these financial statements
As per our report of even date attached

for and on behalf of the Board of Directors of
Amrutanjan Health Care Limited
CIN : L24231TN1936PLC000017

for **B S R & Co. LLP**
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K Raghuram
Partner
Membership No: 211171

N Swaminathan
Chief Financial Officer

M Srinivasan
Company Secretary

Place : Chennai
Date : 24 May 2018

NOTES TO FINANCIAL STATEMENTS

1 Reporting entity

Amrutanjan Health Care Limited ("AHCL" / "the Company") was incorporated on 9 September 1936, with its registered office situated at Chennai, Tamil Nadu, India. The Company is engaged in the business of manufacture, supply, sale of products in pain management, congestion management and health care, beverages & hygiene and chemicals. The Company is a public limited company and is listed on the National Stock Exchange (NSE).

2 Basis of preparation

A. Statement of compliance

The Company's financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Company's financial statements up to and for the year ended 31 March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As this is the Company's first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position and financial performance of the Company is provided in Note 41.

The financial statements were authorised for issue by the Company's Board of Directors on 24 May 2018.

Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees in lakhs, unless otherwise stated.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgments

In preparing the financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

- Note 3(E) - estimated useful life of property, plant and equipment and intangible assets
- Note 20 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 21 and 37 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 34 - recognition of deferred tax assets: availability of future taxable profit against which deferred tax assets will be recovered in future periods
- Note 35 – impairment of financial assets

NOTES TO FINANCIAL STATEMENTS - (Contd.)

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Chief Financial Officer that has overall responsibility for overseeing all significant fair value measurements.

The Chief Financial Officer regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Chief Financial Officer assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 35 – financial instruments

3 Significant accounting policies

A. Common control transactions

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Company are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the financial statements of the Company in the same form in which they appeared in the financial statements of the acquired entity.

B. Operating cycle

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has considered the operating cycle as the life of the project for project related assets and liabilities and for rest of the assets and liabilities it has been considered as 12 months.

C. Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

Recent Indian Accounting Standards (Ind AS) issued but not effective

Ind AS 21, The effect of changes in Foreign Exchange rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

D. Financial instruments

i) Recognition and initial measurement

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- fair value through other comprehensive income (FVOCI)
- fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at fair value through other comprehensive income if it meets both the following conditions and is not designated as FVTPL:

- a) the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and the information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice

NOTES TO FINANCIAL STATEMENTS - (Contd.)

D. Financial instruments (continued)

- these include whether management strategy focuses on earning contractual interest, maintaining a particular interest rate profile, matching the duration of financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of assets;
- how the performance of the portfolio is evaluated and reported to the Company's management
- the risk that affect the performance of the business model (and the financial assets held with in the business model) and how those risks are managed;
- how managers of the business are compensated
- the frequency, volume and timing of sales of financial assets in prior period, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that pertains or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

D. Financial instruments (continued)

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

iii) Derecognition

Financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

E. Property, plant and equipment

i) Recognition and initial measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

ii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 41).

NOTES TO FINANCIAL STATEMENTS - (Contd.)

E. Property, plant and equipment (continued)

iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset category	Management estimate of useful life	Useful life as per Schedule II
Buildings	30	30
Plant and equipment*	15	15
Computers	3	3 / 6
Furniture and fittings	10	10
Office equipment	5	5
Motor vehicles	8	8

*includes moulds, depreciated based on the number of units produced

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

F. Intangible assets

i) Intangible assets

Intangible assets including those acquired by the Company in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in statement of profit and loss as incurred.

iii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets (see Note 41).

iv) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset category	Management estimate of useful life
Software	3

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

G. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost basis and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials and packing materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis.

Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the actual operating capacity for variable overheads and normal overheads for fixed overheads. Cost is determined on weighted average cost basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. The comparison of cost and net realisable value is made on an item-by-item basis.

H. Impairment

i) Impairment of financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past dues;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than past due.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

H. Impairment (continued)

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Company's corporate assets (e.g., head office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

I. Employee benefits

i) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

I. Employee benefits (continued)

iii) *Defined benefit plans*

A defined benefits plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense / (income) on the net defined benefit liability / (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability / (asset), taking into account any changes in the net defined benefit liability / (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

J. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

K. Revenue

i) *Sale of goods and services*

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably. The timing of transfers of risks and rewards varies depending on the individual terms of sale.

Revenue from services is recognised in the accounting period in which the services are rendered.

ii) *Export incentives*

Export entitlements are recognized when the right to receive credit as per the terms of the scheme is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

iii) *Recent Indian Accounting Standards (Ind AS) issued but not effective*

Ind AS 115, Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115 'Revenue from Contracts with Customers' (New Revenue Standard), which replaces Ind AS 11 'Construction Contracts' and Ind AS 18 'Revenue'. The core principle of the New Revenue Standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Some of the key changes introduced by the New Revenue Standard include additional guidance for multiple-element arrangements, measurement approaches for variable consideration, specific guidance for licensing of

NOTES TO FINANCIAL STATEMENTS - (Contd.)

K. Revenue (continued)

intellectual property. The new standard also provides guidance on evaluation of performance obligations being distinct to enable separate recognition and could impact timing of recognition of certain elements of multiple element arrangements. Significant additional disclosures in relation to revenue are also prescribed. The New Revenue Standard also provides two broad alternative transition options – Retrospective Method and Cumulative Effect Method – with certain practical expedients available under the Retrospective Method. The Company is in the process of evaluating the impact of the New Revenue Standard on the present and future arrangements and shall determine the appropriate transition option once the said evaluation has been completed.

L. Leases

i) *Determining whether an arrangement contains a lease*

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii) *Lease payments*

Payments made under operating leases are generally recognised in statement of profit and loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

M. Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability.

However, for financial assets that have become credit impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income reverts to the gross basis.

N. Income tax

Income tax comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i) *Current tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

N. Income tax (continued)

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

O. Discontinued operation

A discontinued operation is a component of the Company's business, the operations and the cash flows of which can be clearly distinguished from those of the rest of the Company and which represents a separate major line of business or geographical area of operations and

- is part of a single coordinated plan to dispose a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale

Classification as discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

P. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. For the disclosure on reportable segments see Note 40.

Q. Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

R. Earnings per share

i) *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- a. the profit attributable to owners of the Company
- b. by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

ii) *Diluted earnings per share*

Diluted earning per share adjusts the figures used in the determination of basic earnings per share to take into account:

- a. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- b. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

4 Property, plant and equipment (See accounting policy in Note 3(E))

Reconciliation of carrying amount

Particulars	Land	Buildings	Plant and equipment	Computers and accessories	Furniture and fittings	Motor vehicles	Leasehold improvements	Total
Cost or deemed cost (gross carrying amount)								
Balance at 1 April 2016	231.76	1,189.21	1,031.17	25.91	48.49	63.62	1.96	2,592.12
Additions	-	255.11	120.23	13.73	6.46	-	-	395.53
Disposals	-	-	-	-	-	2.42	-	2.42
Balance at 31 March 2017	231.76	1,444.32	1,151.40	39.64	54.95	61.20	1.96	2,985.23
Balance at 1 April 2017	231.76	1,444.32	1,151.40	39.64	54.95	61.20	1.96	2,985.23
Additions	-	-	270.54	8.76	12.86	56.60	-	348.76
Disposals	-	1.98	-	-	-	18.87	-	20.85
Balance at 31 March 2018	231.76	1,442.34	1,421.94	48.40	67.81	98.93	1.96	3,313.14
Accumulated depreciation								
Depreciation for the year	-	73.56	176.21	10.92	14.08	8.90	0.14	283.81
Disposals	-	-	-	-	-	1.22	-	1.22
Balance at 31 March 2017	-	73.56	176.21	10.92	14.08	7.68	0.14	282.59
Balance at 1 April 2017	-	73.56	176.21	10.92	14.08	7.68	0.14	282.59
Depreciation for the year	-	79.82	178.06	14.19	14.21	17.03	0.14	303.45
Disposals	-	0.66	-	-	-	5.52	-	6.18
Balance at 31 March 2018	-	152.72	354.27	25.11	28.29	19.19	0.28	579.86
Carrying amount (net)								
As at 1 April 2016	231.76	1,189.21	1,031.17	25.91	48.49	63.62	1.96	2,592.12
As at 31 March 2017	231.76	1,370.76	975.19	28.72	40.87	53.52	1.82	2,702.64
As at 31 March 2018	231.76	1,289.62	1,067.67	23.29	39.52	79.74	1.68	2,733.28

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

5 Capital work-in-progress

Particulars	Capital work in progress
Cost or deemed cost (gross carrying amount)	
Balance as at 1 April 2016	71.60
Additions	68.04
Capitalised during the year	71.60
Balance as at 31 March 2017	68.04
Balance as at 1 April 2017	68.04
Additions	-
Capitalised during the year	12.24
Charged off to statement of profit and loss	55.80
Balance as at 31 March 2018	-

6 Intangible assets

(See accounting policy in Note 3(F))

Reconciliation of carrying amount

Particulars	Software
Cost or deemed cost (gross carrying amount)	
Balance as at 1 April 2016	13.08
Additions	0.89
Disposals	-
Balance as at 31 March 2017	13.97
Balance as at 1 April 2017	13.97
Additions	12.71
Disposals	-
Balance as at 31 March 2018	26.68
Accumulated amortisation	
Amortisation for the year	2.97
Balance as at 31 March 2017	2.97
Balance as at 1 April 2017	2.97
Amortisation for the year	2.94
Balance as at 31 March 2018	5.91
Carrying amount (net)	
As at 1 April 2016	13.08
As at 31 March 2017	11.00
As at 31 March 2018	20.77

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

7 Investments

(See accounting policy in Note 3(D))

A. Non-current investments

Quoted debt securities

Debt securities at FVTPL

50,000 (31 March 2017: 50,000; 1 April 2016: 50,000) (8.23%) Tax Free Bonds of Indian Railway Finance Corporation Limited of INR 1,000 each

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	582.26	556.00	575.00

Nil (31 March 2017: Nil; 1 April 2016: 2,100) (Zero Coupon) Bonds of NABARD of INR 20,000 each

	-	-	224.70
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16,800 (31 March 2017: 16,800; 1 April 2016: 16,800) (10.24%) Debentures of L & T Finance Limited of INR 1,000 each

	174.05	174.72	180.35
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Quoted equity shares

Equity shares at FVTPL

1,006 (31 March 2017: 1,006; 1 April 2016: 1,006) Equity Shares in NTPC Ltd of INR 10 each fully paid

	1.71	1.67	1.30
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190 (31 March 2017: 190; 1 April 2016: 190) Equity Shares in Punjab National Bank of INR 2 each fully paid

	0.18	0.28	0.16
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20 (31 March 2017: 20; 1 April 2016: 20) Equity Shares in Dewan Housing Finance Ltd of INR 10 each fully paid

	0.10	0.07	0.04
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Unquoted equity shares

Equity shares at FVTPL

Nil (31 March 2017: 5; 1 April 2016: 5) Equity Shares in Capexil (Agencies) Ltd. of INR 1,000 each fully paid

	-	0.05	0.05
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Nil (31 March 2017: 60,800; 1 April 2016: 60,800) Equity Shares of INR 1 each in Madras Stock Exchange Ltd.

	-	1.60	1.60
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Others

National savings certificate

	-	0.06	0.06
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	758.30	734.45	983.26
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Aggregate book value of quoted investments

	758.30	732.80	981.61
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Aggregate market value of quoted investments

	758.30	732.80	981.61
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Aggregate value of unquoted investments

	-	1.65	1.65
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B. Current investments

Quoted debt securities

Corporate debt securities at FVTPL

Nil (31 March 2017: 2,100; 1 April 2016: Nil) (Zero Coupon) Bonds of NABARD of INR 20,000 each

	-	224.70	-
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	-	224.70	-
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Aggregate book value of quoted investments

	-	224.70	-
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Aggregate market value of quoted investments

	-	224.70	-
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C. Terms of debt securities

Corporate debt securities at FVTPL have stated interest rates of 8.23% to 10.24% (2016-17: 8.23% to 10.24%) and mature in two to six years.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
8 Trade receivables (See accounting policy in Note 3(D))			
Trade receivables			
Unsecured, considered good	2,796.12	2,866.28	1,989.92
Doubtful	1,113.55	1,073.55	1,073.55
	<u>3,909.67</u>	<u>3,939.83</u>	<u>3,063.47</u>
Allowance for credit loss	1,113.55	1,073.55	1,073.55
	<u>2,796.12</u>	<u>2,866.28</u>	<u>1,989.92</u>
Net trade receivables			
Non-current	-	-	-
Current	2,796.12	2,866.28	1,989.92
	<u>2,796.12</u>	<u>2,866.28</u>	<u>1,989.92</u>
The Company's exposure to credit and currency risks, and loss allowances relating to trade receivables are disclosed in Note 35			
9 Other financial assets			
Security deposits	57.47	81.44	67.98
Deposits			
with banks	3,325.20	1,683.05	2,137.78
with financial institutions	1,000.00	925.00	-
Others	-	11.25	11.25
Interest accrued on deposits with banks and financial institutions	134.43	129.69	161.06
Interest accrued on debt instruments	86.47	243.10	201.22
Employee advances	28.84	55.77	52.83
	<u>4,632.41</u>	<u>3,129.30</u>	<u>2,632.12</u>
Non-current	268.47	136.44	67.98
Current	4,363.94	2,992.86	2,564.14
	<u>4,632.41</u>	<u>3,129.30</u>	<u>2,632.12</u>
10 Other non-current assets			
Advance tax recoverable (net of provision)	-	98.97	-
Balance with government authorities	200.05	407.23	268.13
Less: Provision towards disputed liabilities	(113.23)	(113.23)	(113.23)
Deposit paid under protest	50.00	-	-
Less: Provision towards disputed liabilities	(50.00)	-	-
	<u>86.82</u>	<u>392.97</u>	<u>154.90</u>
11 Inventories (See accounting policy in Note 3(G))			
Raw materials	213.46	154.25	340.64
Finished goods	430.31	537.82	343.50
Stock in trade	75.76	60.23	45.59
Packing materials	316.24	250.27	167.62
	<u>1,035.77</u>	<u>1,002.57</u>	<u>897.35</u>
Goods in transit (included above):			
Raw materials	0.60	-	-
Stock in trade	7.74	-	-
Packing materials	13.15	-	-

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

12 Cash and cash equivalents

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Cash on hand	4.36	7.60	7.75
Bank balances	353.21	249.70	358.40
Cheques on hand	862.91	781.65	535.57
Demand deposits			
with banks	1,253.52	1,491.45	1,306.39
with financial institutions	450.00	-	-
	<u>2,924.00</u>	<u>2,530.40</u>	<u>2,208.11</u>

13 Bank balances other than cash and cash equivalents

Balance with bank held as margin money deposits	<u>473.09</u>	<u>533.47</u>	<u>478.57</u>
	<u>473.09</u>	<u>533.47</u>	<u>478.57</u>

14 Other current assets

Prepaid expenses	25.03	139.68	160.94
Exports benefits receivable	24.75	7.72	2.74
Balance with government authorities	252.16	68.64	56.43
Other advances	440.20	451.90	524.93
	<u>742.14</u>	<u>667.94</u>	<u>745.04</u>

15 Equity share capital

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Authorised			
25,000,000 (31 March 2017: 25,000,000; 1 April 2016: 25,000,000) equity shares of INR 2/- each	<u>500.00</u>	<u>500.00</u>	<u>500.00</u>
Issued, subscribed and paid up			
14,615,315 (31 March 2017: 14,615,315; 1 April 2016: 14,615,315) equity shares of INR 2/- each, fully paid up	<u>292.31</u>	<u>292.31</u>	<u>292.31</u>

a) Reconciliation of shares outstanding at the beginning and at the end of the year

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
Equity shares						
At the commencement and at the end of the year	146.15	292.30	146.15	292.30	146.15	292.30

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of INR 2/-. Each holder of equity shares is entitled to one vote per share. 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. The distribution will be in proportion to the number of equity shares held by the shareholders. The voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the equity shares held.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

c) Particulars of shareholders holding more than 5% shares of a class of shares

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares (in lakhs)	% of equity shares	Number of shares (in lakhs)	% of equity shares	Number of shares (in lakhs)	% of equity shares
Equity shares of INR 2/- each fully paid, held by						
Mr. Sambhu Prasad S	24.20	16.56%	24.20	16.56%	24.07	16.47%
Ms. Leela Bhramara	14.95	10.23%	14.95	10.23%	12.42	8.50%
Ms. Ramayamma S	11.27	7.71%	11.27	7.71%	11.15	7.63%
Ms. Nageswaramma P	9.40	6.43%	9.40	6.43%	9.28	6.35%

d) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
-	-	-	-	-

16 A. Other equity

a) Capital redemption reserve

The Company has recognised Capital redemption reserve on buyback of equity shares from its retained earnings. The amount in this reserve is equal to nominal amount of the equity shares bought back.

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.

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.

B. Disaggregation of changes in item of OCI

Remeasurement of defined benefit liability (Attributable to the owners of the Company)

	Year ended 31 March 2018	Year ended 31 March 2017
Opening balance	63.29	21.60
Remeasurement of defined benefit liability	25.46	41.69
Transfer to retained earnings	-	-
Closing balance	88.75	63.29

Remeasurement of defined benefit liability (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income).

17 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through equity, borrowings and cash generated through operations. The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, provisions, financial liabilities, other current liabilities less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio is as follows:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total liabilities	3,731.67	3,649.91	3,299.34
Less : Cash and cash equivalents	(2,924.00)	(2,530.40)	(2,208.11)
Adjusted net debt	807.67	1,119.51	1,091.23
Total equity	12,865.91	11,571.31	9,820.09
Adjusted net debt to adjusted equity ratio	0.06	0.10	0.11

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

18 Earnings per share (EPS)

(See accounting policies in note 3(R))

Basic and diluted earnings per share

The calculation of basic earnings per share is based on profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding as follows:

	Year ended 31 March 2018	Year ended 31 March 2017
Weighted average number of equity shares (in lakhs) (A)	146.15	146.15
Weighted average number of equity shares after share split (in lakhs) (B) (refer Note 45)	292.30	292.30
Continuing operations		
Profit attributable to the equity shareholders of the Company (C)	2,004.92	2,310.99
Basic and diluted earnings per share (EPS) (C / B)	6.86	7.91
Discontinued operation		
Profit attributable to the equity shareholders of the Company (D)	(7.62)	(131.08)
Basic and diluted earnings per share (EPS) (D / B)	(0.03)	(0.45)
Continuing operations and discontinued operation		
Profit attributable to the equity shareholders of the Company (E)	1,997.30	2,179.91
Basic and diluted earnings per share (EPS) (E / B)	6.83	7.46

19 Borrowings

Current borrowings

Cash credit /over draft facility from Bank

As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
-	248.28	250.00
-	248.28	250.00

Nature of security and terms of repayment for borrowings

Interest was payable at 11.25% - 12.25% on this working capital demand loan from Yes bank. This loan was primarily secured by exclusive charge by hypothecation of the current assets of the company.

20 Assets and liabilities relating to employee benefits

(See accounting policies in note 3(I))

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Defined benefit asset - Gratuity plan	38.87	112.12	160.71
Net defined benefit liability - Gratuity plan (a)	261.92	140.02	113.89
Liability for compensated absences (b)	212.25	174.81	160.98
Total employee benefit liabilities (a) + (b)	474.17	314.83	274.87
Non-current	418.98	255.95	231.51
Current	55.19	58.88	43.36
	474.17	314.83	274.87

For details about the related employee benefit expenses, see Note 29.

The Company operates the following post-employment defined benefit plans.

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

A. Funding

Plan is fully funded by the Company. The funding requirements are based on the gratuity fund's actuarial measurement framework set out in the funding policies of the plan. The funding of plan is based on a separate actuarial valuation for funding purposes for which the assumptions may differ from the assumptions set out in (E). Employees do not contribute to the plan.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

20 Assets and liabilities relating to employee benefits (continued)

B. Reconciliation of the net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.

	Year ended 31 March 2018	Year ended 31 March 2017
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	252.14	274.60
Benefits paid	(77.00)	(90.97)
Service cost	74.31	(13.20)
Interest cost	18.61	18.30
Actuarial (gains)/ losses recognised in other comprehensive income	32.73	63.41
Balance at the end of the year	300.79	252.14
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	112.12	160.71
Contributions paid into the plan	0.74	30.67
Benefits paid	(77.00)	(90.97)
Interest income	5.55	10.58
Remeasurement on plan assets recognised in other comprehensive income	(2.54)	1.13
Balance at the end of the year	38.87	112.12
Net defined benefit liability	261.92	140.02
C. i. Expense recognised in statement of profit and loss		
Service cost	74.31	(13.20)
Interest cost	18.61	18.30
Interest income	(5.55)	(10.58)
	87.37	(5.48)
ii. Remeasurement recognised in other comprehensive income		
Actuarial (gains)/ losses on defined benefit obligation	32.73	63.41
Return on plan assets excluding interest income	2.54	(1.13)
	35.27	62.28

D. Plan assets

Plan assets comprise of funds with Life Insurance Corporation and PNB MetLife India Insurance maintained on behalf of the Company.

E. Defined benefit obligations

i. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Year ended 31 March 2018	Year ended 31 March 2017	1 April 2016
Discount rate	7.70%	7.50%	7.50%
Future salary growth	4%	4%	5%
Attrition rate	2.5%	2.5%	5%

As at 31 March 2018, the decrement adjusted remaining useful life of the defined benefit obligation was 14.18 years (31 March 2017: 14.59 years).

ii. Sensitivity analysis

	Year ended 31 March 2018		Year ended 31 March 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	269.88	314.80	286.60	266.70
Future salary growth (1% movement)	315.46	268.99	309.40	309.02
Attrition rate (25% movement)	294.79	286.61	290.21	282.73

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

21 Provisions

(See accounting policies in 3(I) and 3(J))

	Non-current			Current		
	31 March 2018	31 March 2017	1 April 2016	31 March 2018	31 March 2017	1 April 2016
Provision for employee benefits (see note 20)						
Liability for gratuity	223.80	102.00	79.32	38.11	38.02	34.57
Liability for compensated absences	195.18	153.95	152.19	17.08	20.86	8.79
Total provision for employee benefits	418.98	255.95	231.51	55.19	58.88	43.36
Other provisions						
Provision towards disputed liabilities	74.95	118.96	118.96	-	-	-
Provision for tax	-	-	-	165.14	-	137.81
Total other provisions	74.95	118.96	118.96	165.14	-	137.81
Total provisions	493.93	374.91	350.47	220.33	58.88	181.17

Movement in provisions:

A. Provision towards disputed liabilities

	31 March 2018	31 March 2017
Opening provision	232.19	232.19
Provision made during the year	5.99	-
Provision utilised during the year	-	-
Closing provision	238.18	232.19

Classified as:

Provision towards disputed liabilities	74.95	118.96
Other non-current assets	163.23	113.23
	238.18	232.19

22 Trade payables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Payable to related parties	-	-	-
Payable to others			
total outstanding dues of micro and small enterprises (refer note 44)	52.52	29.52	29.36
total outstanding dues of creditors other than micro and small enterprises	2,591.53	2,479.52	2,043.63
	2,644.05	2,509.04	2,072.99

23 Other financial liabilities

Rental deposits	0.10	3.78	3.80
Caution deposits from customers	27.50	43.16	38.18
Payable towards purchase of property, plant and equipment	-	22.94	10.63
Payable to directors	40.50	43.50	49.50
Unclaimed dividend	82.14	81.00	103.64
	150.24	194.38	205.75
Non-current	27.60	46.94	41.98
Current	122.64	147.44	163.77
	150.24	194.38	205.75

24 Other current liabilities

Advance payments from customers	6.53	18.52	2.47
Payable to employees	140.84	68.45	73.33
Statutory dues payable	75.75	177.45	163.16
	223.12	264.42	238.96

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

25 Revenue from operations

(See accounting policy in Note 3(K))

Sale of products (including excise duty) (A)

Other operating revenue

Export incentives

Sale of raw material

Scrap sales

Service income from pain management centre

Total other operating revenue (B)

Total revenue from operations (A+B)

Year ended
31 March 2018

Year ended
31 March 2017

22,016.44

21,385.16

29.63

7.45

83.51

79.59

31.72

38.00

310.10

208.91

454.96

333.95

22,471.40

21,719.11

26 Other income

Interest income on deposits with banks and financial institutions

Interest income on debt instruments

Financial assets at FVTPL - net change in fair value:

Equity instruments

Debt instruments

Net gain on sale of property, plant and equipment

Excess provision written back, net

Net gain on foreign currency transactions

Refund of excise duty

Miscellaneous income

383.04

328.28

66.84

83.52

-

0.53

26.64

-

7.85

4.32

83.19

19.71

5.09

1.22

-

286.39

0.17

0.64

572.82

724.61

27 Cost of materials consumed

Inventory of materials at the beginning of the year

Add: Purchases during the year

Less: Inventory of materials at the end of the year

Cost of materials consumed

404.52

447.01

7,302.04

6,907.58

529.70

404.52

7,176.86

6,950.07

28 Changes in inventories of finished goods and stock in trade

Year ended 31 March 2018

Year ended 31 March 2017

	Opening Inventory	Closing Inventory	(Increase) / decrease in inventory	Opening Inventory	Closing Inventory	(Increase) / decrease in inventory
Finished goods	515.50	420.08	95.42	298.18	515.50	(217.32)
Stock in trade	60.23	75.76	(15.53)	45.59	60.23	(14.64)
	575.73	495.84	79.89	343.77	575.73	(231.96)

29 Employee benefits expense

(See accounting policy in Note 3(I))

Salaries, wages and bonus

Contribution to provident and other funds

Expenses related to compensated absences and post-employment defined benefit plans

Staff welfare expenses

Year ended
31 March 2018

Year ended
31 March 2017

2,748.77

2,457.52

259.78

244.47

190.01

66.53

186.79

198.87

3,385.35

2,967.39

30 Finance costs

(See accounting policy in Note 3(M))

Interest expense on financial liabilities measured at amortised cost

12.68

13.44

12.68

13.44

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

31 Depreciation and amortisation expense

(See accounting policy in Note 3(E)(iv) and 3(F)(iv))

Depreciation of property, plant and equipment
Amortisation of intangible assets

32 Other expenses

Consumption of stores and spares
Contract labour charges
Power and fuel
Freight and handling charges
Advertising and sales promotion
Rent
Repairs and maintenance
- Building
- Plant and machinery
- Others
Insurance
Rates and taxes
Travelling and conveyance
Legal and professional charges
Payment to auditors (refer note (i) below)
Director's sitting fees
Commission to non-executive directors
Allowance for doubtful debts
Advances written off
Information technology expenses
Bank charges
Communication expenses
Printing and stationery
Corporate social responsibility expenditure (refer note (ii) below)
Financial assets at FVTPL - net change in fair value:
Equity instruments
Debt instruments
Miscellaneous expenses

Year ended
31 March 2018

Year ended
31 March 2017

287.65	201.82
2.94	2.97
290.59	204.79
4.03	3.03
284.50	307.03
169.68	166.16
963.82	720.71
3,414.46	3,557.50
116.24	115.34
30.85	18.54
47.72	44.45
164.54	171.30
33.37	49.51
77.19	87.40
556.24	549.61
151.66	145.73
27.33	24.93
8.50	12.83
25.50	25.50
40.00	-
24.79	-
22.58	20.41
18.46	11.86
99.37	99.44
23.29	23.73
62.84	54.73
0.04	-
-	23.58
52.81	53.60
6,419.81	6,286.92

(i) Payment to auditors (excluding tax)

As auditor

Statutory audit	17.25	17.30
Tax audit*	3.25	

In other capacity

Other services*	6.00	9.99
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Reimbursement of expenses	0.83	0.21
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27.33 **27.50**

Previous year audit fees was paid to previous auditors of the Company.

* Services provided by auditors other than statutory auditors.

(ii) Details of corporate social responsibility expenditure

As per section 135 of the Companies Act, 2013, the Company is required to spend INR 62.05 lakhs (2016-17: INR 53.80 lakhs). However, the Company has spent INR 62.84 lakhs (2016-17: INR 54.73 lakhs) during the current financial year.

Particulars

(a) Construction / acquisition of any assets

(b) On purposes other than (a) above

Total corporate social responsibility expenditure

-	-
62.84	54.73
62.84	54.73

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

33 Discontinued operation

See accounting policy in Note 3(O)

During the current year, the Company has decided to discontinue the operations of its Chemical division. Management is committed to a plan to sell this segment during the following financial year.

The Chemical division was not previously disclosed as a discontinued operation. Accordingly, the results for the comparative periods in this Statement have been revised to exclude the operations of the Chemical division.

A. Result of discontinued operation

The following statement shows the revenue and expenses of discontinued operations, of the Company which has been discontinued.

	Year ended 31 March 2018	Year ended 31 March 2017
Discontinued operation		
Revenue (including other operating revenue)	215.29	472.71
Other income	12.78	5.35
Total revenue	228.07	478.06
Expenses		
Cost of materials consumed	144.62	258.42
Changes in inventories of finished goods	12.09	23.01
Excise duty	0.07	30.34
Employee benefits expense	10.52	51.73
Finance costs	10.08	30.45
Depreciation and amortisation expense	15.80	81.98
Other expenses	51.07	148.32
Total expenses	244.25	624.25
Loss from discontinued operation	(16.18)	(146.19)
Current tax	-	-
Deferred tax	(8.56)	(15.11)
Loss from discontinued operation after tax	(7.62)	(131.08)
B. Cash flows generated / (used in) from discontinued operation		
Net cash generated from operating activities	255.61	26.69
Net cash generated from investing activities	2.88	0.89
Net cash used in financing activities	(258.37)	(32.17)
Net cash flow for the year	0.12	(4.59)

34 Income tax

(See accounting policy in Note 3(N))

A. Amount recognised in statement of profit and loss

Current tax

Current period (a)	1,240.00	1,123.00
Changes in estimates related to prior years (b)	80.00	44.18

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

34 Income tax (continued)

Deferred tax

Attributable to:

Origination and reversal of temporary differences

Change in tax rate

Deferred tax (c)

Tax expense of continuing operations (a) + (b) + (c)

Tax income from discontinued operation (d)*

Tax expense for current period (a) + (b) + (d)

Year ended 31 March 2018	Year ended 31 March 2017
48.80	31.60
(78.16)	-
(29.36)	31.60
1,290.64	1,198.78
(8.56)	(15.11)
1,202.08	1,139.49

*This amount has been included in determination of loss from discontinued operation, net of tax (see note 33)

During the current year a new corporate tax rate is enacted in India for Companies having turnover of less than INR 25000 lakhs. Consequently, as of 1 April 2018, the corporate tax rate applicable for the Company is reduced from 34.61 percent to 29.12 percent. This has resulted in decrease of deferred tax assets of INR 78.16 lakhs as at 31 March 2018.

B. Income tax recognised in other comprehensive income

	Year ended 31 March 2018			Year ended 31 March 2017		
	Before Tax	Tax (expense) benefit	Net of Tax	Before Tax	Tax (expense) benefit	Net of Tax
Remeasurement of defined benefit liability/(assets)	(35.27)	9.81	(25.46)	(62.28)	20.59	(41.69)
	(35.27)	9.81	(25.46)	(62.28)	20.59	(41.69)

C. Reconciliation of effective tax rate

	Year ended 31 March 2018		Year ended 31 March 2017	
Profit before tax	3,279.38		3,363.58	
Tax using the Company's domestic tax rate	34.61%	1,134.93	34.61%	1,164.07
Effect of:				
Non deductible expenses	-0.77%	(25.27)	-1.44%	(48.40)
Tax exempt income	0.43%	14.26	1.22%	41.15
Change in tax rate	2.38%	78.16	0.00%	-
Business combination adjustments	0.00%	-	-0.52%	(17.33)
Effective tax rate	36.65%	1,202.08	33.87%	1,139.49

D. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following

	Deferred tax assets		Deferred tax (liabilities)		Net deferred tax assets / (liabilities)	
	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2018	Year ended 31 March 2017
Property, plant and equipment	-	-	(123.11)	(163.87)	(123.11)	(163.87)
Investments at FVTPL	-	-	(17.35)	(12.03)	(17.35)	(12.03)
Provisions - employee benefits	141.72	71.16	-	-	141.72	71.16
Allowance for doubtful debts	324.27	371.53	-	-	324.27	371.53
Other provisions	69.35	80.36	-	-	69.35	80.36
Deferred tax assets / (liabilities)	535.34	523.05	(140.46)	(175.90)	394.88	347.15
Offsetting of deferred tax assets and deferred tax liabilities	(140.46)	(175.90)	140.46	175.90	-	-
Net deferred tax assets / (liabilities)	394.88	347.15	-	-	394.88	347.15

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

34 Income tax (continued)

Movement in temporary differences

	Balance as at 1 April 2016	Recognised in		Balance as at 31 March 2017	Recognised in		Balance as at 31 March 2018
		Statement of profit and loss	OCI		Statement of profit and loss	OCI	
Property, plant and equipment	(149.43)	(14.44)	-	(163.87)	40.76	-	(123.11)
Investments at FVTPL	(16.74)	4.71	-	(12.03)	(5.32)	-	(17.35)
Provisions - employee benefits	57.33	(6.76)	20.59	71.16	60.75	9.81	141.72
Allowance for doubtful debts	406.14	(34.61)	-	371.53	(47.26)	-	324.27
Other provisions	45.75	34.61	-	80.36	(11.01)	-	69.35
	343.05	(16.49)	20.59	347.15	37.92	9.81	394.88

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NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

35 Financial instruments - Fair value and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

	31 March 2018				31 March 2017				01 April 2016			
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets measured at fair value												
Investments												
Debt instruments	756.31	-	-		955.48	-		980.11	-			-
Equity instruments	1.99	-	-		3.67	-		3.15	-			-
Financial assets not measured at fair value												
Trade receivables	-	-	2,796.12		-	-	2,866.28	-	-	-	-	1,989.92
Cash and cash equivalents	-	-	2,924.00		-	-	2,530.40	-	-	-	-	2,208.11
Bank balances other than cash and cash equivalents	-	-	473.09		-	-	533.47	-	-	-	-	478.57
Other financial assets	-	-	4,632.41		-	-	3,129.30	-	-	-	-	2,632.12
Total financial assets	758.30	-	10,825.62		959.15	-	9,059.45	983.26	-	-	-	7,308.72
Financial liabilities not measured at fair value												
Borrowings	-	-	-		-	-	248.28	-	-	-	-	250.00
Trade payables	-	-	2,644.05		-	-	2,509.04	-	-	-	-	2,072.99
Other financial liabilities	-	-	150.24		-	-	194.38	-	-	-	-	205.75
Total financial liabilities	-	-	2,794.29		-	-	2,951.70	-	-	-	-	2,528.74

The Company has not disclosed fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities, since their carrying amounts are reasonable approximates of fair values.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table shows the levels in the fair value hierarchy as at each period:

	31 March 2018			31 March 2017			01 April 2016		
	Level I	Level II	Level III	Level I	Level II	Level III	Level I	Level II	Level III
Assets									
Investments									
Debt instruments	756.31	-	-	955.48	-	-	980.11	-	-
Equity instruments	1.99	-	-	3.67	-	-	3.15	-	-

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

35 Financial instruments - Fair value and risk management (continued)

B. Financial risk management

The Company business activities are exposed to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's management has the overall responsibility for establishing and governing the Company risk management framework. The Company risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the audit committee of the Company.

i. 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 Company's trade receivables and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure which is as follows:

	Carrying amount		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Trade receivables	2,796.12	2,866.28	1,989.92
Other financial assets	4,632.41	3,129.30	2,632.12
	7,428.53	5,995.58	4,622.04

Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Credit risk is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts that represents its estimate of incurred losses in respect of the Company's trade receivables.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses.

Other financial assets

This balance constitute of rental deposits given to lessors and Electricity deposit given to Tamil Nadu Electricity Board. The Company does not expect any losses from non-performance by these counter parties.

Other financial assets comprises of deposits with bank and financial institutions and interest accrued on such deposits. These deposits are held with credit worthy banks and financial institutions. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

Other financial assets also comprise of export benefits receivable and employee advances. The Company is confident of collection the amounts and is considered to good with low credit risk.

ii. Liquidity risks

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

Cash flow from operating activities provides the funds to service and finance the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the balance sheet date.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

35 Financial instruments - Fair value and risk management (continued)

B. Financial risk management

ii. Liquidity risks

	Carrying amount	Contractual cash flows		
		Payable within 1 year	More than 1 year	Total
As at 31 March 2018				
Trade payables	2,644.05	2,644.05	-	2,644.05
Other financial liabilities				
Rental deposits	0.10	-	0.10	0.10
Caution deposits from customers	27.50	-	27.50	27.50
Payable to directors	40.50	40.50	-	40.50
	2,712.15	2,684.55	27.60	2,712.15
As at 31 March 2017				
Borrowings	248.28	248.28	-	248.28
Trade payables	2,509.04	2,509.04	-	2,509.04
Other financial liabilities				
Rental deposits	3.78	-	3.78	3.78
Caution deposits from customers	43.16	-	43.16	43.16
Payable towards purchase of property, plant and equipment	22.94	22.94	-	22.94
Payable to directors	43.50	43.50	-	43.50
	2,870.70	2,823.76	46.94	2,870.70
As at 1 April 2016				
Borrowings	250.00	250.00	-	250.00
Trade payables	2,072.99	2,072.99	-	2,072.99
Other financial liabilities				
Rental deposits	3.80	-	3.80	3.80
Caution deposits from customers	38.18	-	38.18	38.18
Payable towards purchase of property, plant and equipment	10.63	10.63	-	10.63
Payable to directors	49.50	49.50	-	49.50
	2,425.10	2,383.12	41.98	2,425.10

B. Financial risk management

iii. Market risks

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk).

Currency risk

Foreign currency risk arise in USD denominated transactions mainly from export of OTC products and import of raw materials and packing materials that gives rise to exchange rate fluctuation risk.

As at 31 March 2018

Financial assets/ (liabilities)	USD
Trade receivables	1.31
Net assets/ (liabilities)	1.31

As at 31 March 2017

Financial assets/ (liabilities)	USD
Trade receivables	2.37
Net assets/ (liabilities)	2.37

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

35 Financial instruments - Fair value and risk management (continued)

As at 1 April 2016

Financial assets/ (liabilities)	USD
Trade receivables	1.73
Net assets / (liabilities)	1.73

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the INR against US dollar at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or Loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2018				
USD (1% movement)	0.01	(0.01)	0.01	(0.01)
As at 31 March 2017				
USD (1% movement)	0.02	(0.02)	0.02	(0.02)
As at 1 April 2016				
USD (1% movement)	0.02	(0.02)	0.01	(0.01)

36 Operating Leases

(See accounting policy in Note 3(L))

Leases as lessee

The Company has leasing arrangements in respect of operating leases for offices, warehouses and vehicles. The period of these lease arrangements range between 12 months to 83 months and are usually renewable by mutual consent on agreed terms.

i. Future minimum lease payments

The lease arrangements entered into by the Company for offices and warehouses are cancellable with prior notice. The Company does not have any future minimum lease payments as at the balance sheet date.

ii. Amounts recognised in statement of profit and loss

	Year ended 31 March 2018	Year ended 31 March 2017
Lease expense – minimum lease payments	116.24	115.34

37 Contingent liabilities and commitments

(to the extent not provided for)

Contingent liabilities

Claims against the Company not acknowledged as debts

Income tax matters

Sales tax matters

Other matters (Refer note ii below)

	31 March 2018	31 March 2017
	-	29.89
	382.10	381.72
	761.42	761.42

i. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

ii. Lease Rent in respect of lease hold land has been revised by the Government of Tamil Nadu with retrospective effect from November 2001. The company has contested the said revision before the Madras High Court in a writ petition.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

38 Acquisition of its wholly owned subsidiary - Amrutanjan Pharmaessense Private Limited (APPL)

The Board of Directors of the Company, in their meeting held on 11 August 2016, approved the scheme of amalgamation of APPL with the Company. During the year, the Company had received the Court Order dated 13 July 2017 to effect such scheme. Pursuant to the requirements of IND AS 103 - Business Combinations, the Company has accounted this business combination involving entities under common control using the pooling of interest method in the books of account. Accordingly, the financial statement presented for prior periods have been restated as if the business combination had occurred from beginning of 1 April 2016.

Pursuant to the scheme, the following assets and liabilities have been taken over by the Company.

Accounting for assets and liabilities in the company

Particulars	Amount
Non current assets	
Fixed assets	
Property, plant and equipment	266.91
Other financial assets	2.81
Deferred tax assets	97.96
Current assets	
Inventories	106.57
Trade receivables	63.93
Cash and cash equivalents	15.44
Bank balances other than cash and cash equivalents	13.70
Other financial assets	2.83
Other current assets	18.28
Equity	
Retained earnings (Debit balance of statement of profit and loss)	1,765.87
Non current Liabilities	
Borrowings	(1,971.06)
Current liabilities	
Bank borrowings	(250.00)
Trade payables	(23.84)
Provisions	(100.00)
Other current liabilities	(4.41)

The equity share capital of APPL has been adjusted against the investments held by the Company. The amalgamation is in the nature of merger accordingly, neither goodwill nor capital reserve has arisen against this transaction.

39 Related party transactions

List of related parties with whom transactions have taken place during the year :

Nature of relationship	Name of the related party
Subsidiary company	Amrutanjan Pharmaessense Private Limited (till 31 March 2016) (Also, refer Note 38)
Key Management Personnel	S Sambhu Prasad, Chairman & Managing Director

A. Transactions with key management personnel

Key management personnel compensation

	Year ended 31 March 2018	Year ended 31 March 2017
Short-term employee benefits	105.50	105.60
Post employment benefits	21.95	21.95
Dividend paid	93.17	53.10

Compensation of the Company's key managerial personnel includes salaries, non-cash benefits and commission on profits.

	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Balance payable to Key management personnel	15.00	15.00	21.00

All transactions with these related parties are priced on an arm's length basis and resulting outstanding balances are to be settled in cash.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

40 Operating segments

A Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. All operating segments operating results are reviewed regularly by the Company's chief operating decision-maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

The Company has determined following reporting segments based on the information reviewed by the CODM:

Reportable segments

OTC Products
Beverages
Others

Operations

Manufacturing products of pain management, congestion management and hygiene
Manufacturing fruit juices and oral rehydration drinks
Pain management center
Chemical division (Discontinued)

B Information about reportable segments

Segment revenue

OTC Products
Beverages
Others

Total revenue from operations

Segment results

OTC Products
Beverages
Others

Total segment results

Less :

Finance costs
Other unallocable expenditure net of unallocable income
Exceptional items

Profit before tax

Tax expenses

Profit for the year from continuing operations

Loss for the year from discontinuing operations

Profit for the year

iii Assets

Total assets for reportable segments

OTC Products
Beverages
Others
Unallocated assets

Total assets

iv. Liabilities

Total liabilities for reportable segments

OTC Products
Beverages
Others
Unallocated liabilities

C Geographical information

Revenue from sale of goods and services

India
Rest of the world

Total

	Year ended 31 March 2018	Year ended 31 March 2017
Segment revenue		
OTC Products	19,509.47	18,653.64
Beverages	2,651.82	2,856.57
Others	310.10	208.91
Total revenue from operations	22,471.39	21,719.12
Segment results		
OTC Products	3,347.44	3,622.38
Beverages	(537.50)	(320.90)
Others	(20.93)	(107.99)
Total segment results	2,789.01	3,193.49
Less :		
Finance costs	12.68	13.44
Other unallocable expenditure net of unallocable income	(332.55)	(329.72)
Exceptional items	(186.68)	-
Profit before tax	3,295.56	3,509.77
Tax expenses	1,290.64	1,198.78
Profit for the year from continuing operations	2,004.92	2,310.99
Loss for the year from discontinuing operations	(7.62)	(131.08)
Profit for the year	1,997.30	2,179.91
iii Assets		
Total assets for reportable segments		
OTC Products	11,222.57	8,329.30
Beverages	1,874.12	2,582.35
Others	27.76	845.54
Unallocated assets	3,473.13	3,464.03
Total assets	16,597.58	15,221.22
iv. Liabilities		
Total liabilities for reportable segments		
OTC Products	2,585.07	1,832.05
Beverages	837.01	1,303.86
Others	144.45	332.14
Unallocated liabilities	165.14	181.86
	3,731.67	3,649.91
C Geographical information		
Revenue from sale of goods and services		
India	21,634.36	21,075.13
Rest of the world	382.08	310.03
Total	22,016.44	21,385.16

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

40 Operating segments (continued)

D Major customer

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

41 Explanation of transition to Ind AS

As stated in Note 2A, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2017, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 3 have been applied in preparing these financial statements for the year ended 31 March 2018 including the comparative information for the year ended 31 March 2017 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2016.

In preparing its Ind AS balance sheet as at 1 April 2016 and in presenting the comparative information for the year ended 31 March 2017, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed

1. Business combinations

As per Ind AS 101, at the date of transition, an entity may elect not to restate business combinations that occurred before the date of transition. If the entity restates any business combinations that occurred before the date of transition, then it restates all later business combinations.

The Company has opted to not to restate business combinations that occurred before the date of transition.

2. Property, plant and equipment & intangible assets

As per Ind AS 101 an entity may elect to:

- (i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
- (ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
 - fair value;
 - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

- (iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also.

B. Mandatory exceptions

1. Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL
- Impairment of financial assets based on the expected credit loss model.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

41 Explanation of transition to Ind AS (Continued)

2. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

Reconciliation of equity

	Note	As at date of transition 1 April 2016			As at 31 March 2017		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment		2,592.12	-	2,592.12	2,702.64	-	2,702.64
Capital work-in-progress		71.60	-	71.60	68.04	-	68.04
Intangible assets		13.08	-	13.08	11.00	-	11.00
Intangible assets under development		10.31	-	10.31	10.31	-	10.31
Financial assets							
Investments	D	898.84	84.42	983.26	673.08	61.37	734.45
Other financial assets		67.98	-	67.98	136.44	-	136.44
Deferred tax assets (net)	G	(93.43)	436.48	343.05	(89.33)	436.48	347.15
Other non current assets	A(ii)	268.13	(113.23)	154.90	506.20	(113.23)	392.97
Total non current assets		3,828.63	407.67	4,236.30	4,018.38	384.62	4,403.00
Current assets							
Inventories		897.35	-	897.35	1,002.57	-	1,002.57
Financial assets							
Investments		-	-	-	224.70	-	224.70
Trade receivables	E	2,681.67	(691.75)	1,989.92	3,558.03	(691.75)	2,866.28
Cash and cash equivalents		2,208.11	-	2,208.11	2,530.40	-	2,530.40
Bank balances other than cash and cash equivalents		478.57	-	478.57	533.47	-	533.47
Other financial assets		2,564.14	-	2,564.14	2,992.86	-	2,992.86
Other current assets		745.04	-	745.04	667.94	-	667.94
Total current assets		9,574.88	(691.75)	8,883.13	11,509.97	(691.75)	10,818.22
Total assets		13,403.51	(284.08)	13,119.43	15,528.35	(307.13)	15,221.22

EQUITY AND LIABILITIES

Equity

Equity share capital		292.31	-	292.31	292.31	-	292.31
Other equity							
Capital redemption reserve		27.69	-	27.69	27.69	-	27.69
General reserve		5,109.43	-	5,109.43	5,109.43	-	5,109.43
Retained earnings	A(i), A(ii), C, D, E, G	4,852.37	(440.11)	4,412.26	6,626.65	(421.48)	6,205.17
Others (including items of other comprehensive income)	C	-	(21.60)	(21.60)	(0.01)	(63.28)	(63.29)
Total equity		10,281.80	(461.71)	9,820.09	12,056.07	(484.76)	11,571.31

Liabilities

Non-current liabilities

Financial liabilities							
Other financial liabilities		41.98	-	41.98	46.94	-	46.94
Provisions	A(i), A(ii)	172.84	177.63	350.47	197.28	177.63	374.91
Total non-current liabilities		214.82	177.63	392.45	244.22	177.63	421.85

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

41 Explanation of transition to Ind AS (Continued)

	As at date of transition 1 April 2016			As at 31 March 2017		
	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
Current liabilities						
Financial liabilities						
Borrowings	250.00	-	250.00	248.28	-	248.28
Trade payables	2,072.99	-	2,072.99	2,509.04	-	2,509.04
Other financial liabilities	163.77	-	163.77	147.44	-	147.44
Provisions	181.17	-	181.17	58.88	-	58.88
Other current liabilities	238.96	-	238.96	264.42	-	264.42
Total current liabilities	2,906.89	-	2,906.89	3,228.06	-	3,228.06
Total liabilities	3,121.71	177.63	3,299.34	3,472.28	177.63	3,649.91
Total equity and liabilities	13,403.51	(284.08)	13,119.43	15,528.35	(307.13)	15,221.22

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31 March 2017

	Note	Year ended 31 March 2017		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
Continuing operations				
Revenue from operations	B, F	20,762.25	956.86	21,719.11
Other income	D	724.08	0.53	724.61
Total income		21,486.33	957.39	22,443.72
Expenses				
Cost of materials consumed		6,950.07	-	6,950.07
Purchases of stock in trade		1,619.20	-	1,619.20
Changes in inventories of finished goods and stock in trade		(231.96)	-	(231.96)
Cost of materials consumed for services		93.81	-	93.81
Excise duty	B	-	1,030.29	1,030.29
Employee benefits expenses	C	3,029.67	(62.28)	2,967.39
Finance costs		13.44	-	13.44
Depreciation and amortisation expense		204.79	-	204.79
Other expenses	D, F	6,336.77	(49.85)	6,286.92
Total expenses		18,015.79	918.16	18,933.95
Profit from continuing operations before income tax		3,470.54	39.23	3,509.77
Current tax		1,167.18	-	1,167.18
Deferred tax	C	11.01	20.59	31.60
Income tax expense		1,178.19	20.59	1,198.78
Profit from continuing operations		2,292.35	18.64	2,310.99
Discontinued operation				
Loss from discontinued operation		(146.19)	-	(146.19)
Tax benefit of discontinued operation		(15.11)	-	(15.11)
Loss from discontinued operation after income tax		(131.08)	-	(131.08)
Profit for the year		2,161.27	18.64	2,179.91
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss	C			
Remeasurement of defined benefit liability/ (assets)		-	(62.28)	(62.28)
Income tax relating to items that will not be reclassified subsequently to profit or loss		-	(20.59)	(20.59)
Net other comprehensive income not to be reclassified subsequently to profit or loss		-	(41.69)	(41.69)
Total comprehensive income for the year		2,161.27	(23.05)	2,138.22

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

41 Explanation of transition to Ind AS (Continued)

Notes to the reconciliation

A Restatement of provisions

Ind AS 101 permits a first time adopter to adjust accounting practices followed under previous GAAP if it becomes aware of an error as part of its Ind AS transition. Accordingly, on transition to Ind AS, the management has realigned accounting of such estimates based on the requirements of Ind AS 8. This has resulted in a reduction in equity by INR 290.86 on 01 April 2016.

(i) Provision towards employee benefits

The Company under previous GAAP, has inadequately estimated the provision towards gratuity and compensated absences (including sick leave). This resulted in an adjustment to the carrying amount of respective provisions.

	31 March 2017	
Statement of profit and loss		
Expenses related to post-employment defined benefit plans		-
Expenses related to compensated absences		-
Adjustment before income tax		-
	1 April 2016	31 March 2017
Balance sheet		
Provision towards employee benefits	158.67	158.67
Adjustment to retained earnings	(158.67)	(158.67)

(ii) Provision towards disputed cases

Provision adjusted against opening retained earnings as on 1 April 2016, for demand received from central excise department, since the matters pertain to prior years.

	31 March 2017	
Statement of profit and loss		
Rates and taxes		-
Adjustment before income tax		-
	1 April 2016	31 March 2017
Balance sheet		
Other non-current assets	113.23	113.23
Provision towards disputed liabilities	18.96	18.96
Adjustment to retained earnings	(132.19)	(132.19)

B Excise duty

Under previous GAAP, revenue from sale of goods was presented net of the excise duty on sales. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. Excise duty is presented in the Statement of Profit and Loss as an expense. This has resulted in an increase in the revenue from operations and expenses for the year ended 31 March 2017. The total comprehensive income for the year ended and equity as at 31 March 2017 has remained unchanged.

The impact arising from the change is summarized as follows:

	Year ended 31 March 2017	
Statement of profit and loss		
Revenue from operations		(1,030.29)
Excise duty		1,030.29
Adjustment before income tax		-
	1 April 2016	31 March 2017
Balance sheet		
Adjustment to retained earnings	-	-

C Remeasurement of defined benefit liability / (asset)

Under Ind AS, remeasurement of defined benefit liability / (asset) are recognised in other comprehensive income. Under previous GAAP the Company recognised such measurements in statement of profit or loss.

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

41 Explanation of transition to Ind AS (Continued)

The impact arising from the change is summarized as follows:

	Year ended 31 March 2017	
Statement of profit and loss		
Expenses related to post-employment defined benefit plans		(62.28)
		(62.28)
Other comprehensive income		
Remeasurement of defined benefit liability/ (assets)		62.28
Adjustment before income tax		62.28
	01 April 2016	31 March 2017
Balance sheet		
Remeasurement of defined benefit liability/ (assets)	(33.03)	(95.31)
Related tax effect	11.43	32.02
Adjustment to retained earnings	(21.60)	(63.29)

D Fair valuation of investments

In accordance with Ind AS, financial assets representing investment in debt and equity instruments have been fair valued. The Company has designated such investments classified as fair value through profit and loss as permitted by Ind AS 109. Under previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost.

The impact arising from the change is summarized as follows:

	Year ended 31 March 2017	
Statement of profit and loss		
Other income		0.53
Other expenses		23.58
Adjustment before income tax		(23.05)
	01 April 2016	31 March 2017
Balance sheet		
Investments	84.42	61.37
Adjustment to retained earnings	84.42	61.37

E Loss allowance

On transition to Ind AS, the company has recognised impairment loss on trade receivables, based on expected credit loss model as required by Ind AS 109. Consequently, trade receivables have been reduced with a corresponding decrease in retained earnings on the date of transition and there has been an incremental provision for the year ended 31 March 2017.

The impact arising from the change is summarized as follows:

	Year ended 31 March 2017	
Statement of profit and loss		
Provision		-
Loss allowance on trade receivables		-
Adjustment before income tax		-
	01 April 2016	31 March 2017
Balance sheet		
Trade receivables	(691.75)	(691.75)
Adjustment to retained earnings	(691.75)	(691.75)

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

41 Explanation of transition to Ind AS (Continued)

F Stockist discount

Discounts given to stockist based on the Company's scheme, which is presented as expense under previous GAAP is now classified as a reduction from revenue. This adjustment does not impact retained earnings.

The impact arising from the change is summarized as follows:

	Year ended 31 March 2017
Statement of profit and loss	
Revenue from operations	73.43
Other expenses	(73.43)
Adjustment before income tax	-
	01 April 2016 31 March 2017
Balance sheet	
Adjustment to retained earnings	- -

G Income tax

Under Previous GAAP, deferred taxes were recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The above difference, together with the consequential tax impact of the other Ind AS transitional adjustments lead to temporary differences. The above changes (decreased)/increased the deferred tax asset as followed based on applicable tax rates:

	Note	1 April 2016	31 March 2017
Provision towards employee benefits	A(i)	62.58	62.58
Provision towards disputed cases	A(ii)	45.75	45.75
Fair valuation of investments	D	(16.74)	(16.74)
Loss allowance	E	344.89	344.89
Adjustment to retained earnings		436.48	436.48

H Retained earnings

The above changes (decreased) / increased total equity as follows:

	Note	1 April 2016	31 March 2017
Provision towards employee benefits	A(i)	(158.67)	(158.67)
Provision towards disputed cases	A(ii)	(132.19)	(132.19)
Fair valuation of investments	D	84.42	61.37
Loss allowance	E	(691.75)	(691.75)
Deferred tax	G	436.48	436.48
Adjustment to retained earnings		(461.71)	(484.76)

I Reconciliation of total comprehensive income for the year ended 31 March 2017

	Note	Year ended 31 March 2017
Profit after tax as per previous GAAP		2,140.92
Adjustments:		
Adjustments on account of business combination under common control		20.35
Fair valuation of investments	D	(23.05)
Actuarial loss on defined benefit plan transferred to other comprehensive income	C	62.28
Deferred tax on reclassification of actuarial losses	C	(20.59)
Total adjustments		38.99
Profit after tax as per Ind AS		2,179.91
Other comprehensive income	C	(41.69)
Total comprehensive income as per Ind AS		2,138.22

NOTES TO FINANCIAL STATEMENTS - (Contd.)

(All amounts are in Indian Rupees lakhs, unless otherwise stated)

42 Disclosure on specified bank notes (SBNs)

During the previous year, the Company had specified bank notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017, on the details of Specified Bank Notes (SBNs) held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

	SBNs*	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	12.01	0.37	12.38
(+) Permitted receipts	-	15.01	15.01
(-) Permitted payments	-	7.18	7.18
(-) Amount deposited in banks	12.01	-	12.01
Closing cash in hand as on 30 December 2016	-	8.20	8.20

*For the purpose of this clause 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

43 Details of research and development income and expenditure recognised as on expense

	For the year ended 31 March 2018	For the year ended 31 March 2017
Other income	(4.40)	-
Employee benefits expense	60.97	74.28
Power and fuel	0.85	-
Legal and professional charges	23.40	8.90
Repairs and maintenance	12.40	9.61
Miscellaneous expenses	-	0.25

44 Micro and small enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 28 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). The disclosure in respect of the amounts payable to such enterprises as at 31 March 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	31 March 2018	31 March 2017	1 April 2016
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year	52.52	29.52	29.36
(b) interest due thereon	-	-	-
(c) the amount of interest paid by the Company 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;	-	-	-
(d) 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;	0.36	0.17	0.24
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-
(f) 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.	-	-	-

NOTES TO FINANCIAL STATEMENTS - (Contd.)

45 Subsequent events

The shareholders of the Company have approved the sub-division of 14,615,315 equity shares having a face value of INR 2 each into 29,230,630 equity shares having a face value of INR 1 each through postal ballot. The record date for the sub-division was April 16, 2018. The earnings per share information in the financial statement reflect the effect of sub-division for each of the years presented. Refer note 18.

46 Previous year comparatives

Previous years financial statements have been audited by a firm other than B S R & Co. LLP.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 101248W/W-100022

K Raghuram

Partner

Membership no: 211171

for and on behalf of the Board of Directors of

Amrutanjan Health Care Limited

CIN : L24231TN1936PLC000017

S Sambhu Prasad

Chairman & Managing Director DIN: 00015729

Dr. H.B.N Shetty

Director DIN: 00015465

N Swaminathan

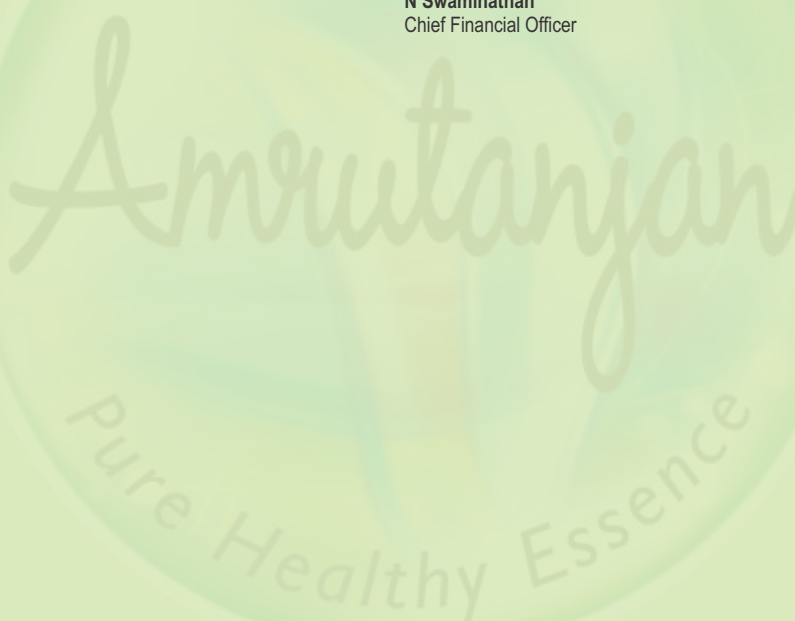
Chief Financial Officer

M Srinivasan

Company Secretary

Place : Chennai

Date : 24 May 2018



Notes





As per the National Family Health Survey 2015-16, only 57% women between the ages of 15 and 24 use hygienic methods of menstrual protection. Many women in India still resort to unhygienic alternatives like cloth and ashes, because they can't afford expensive Sanitary Napkins.

Our main objective is to provide affordable sanitary napkins, thereby making menstrual hygiene accessible to every woman in India.

Enabling and empowering every women with

The power to be you





Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

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