
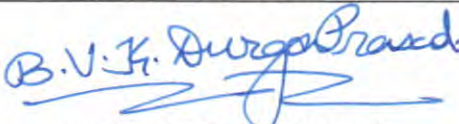
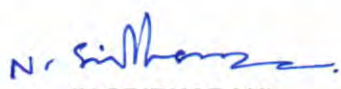
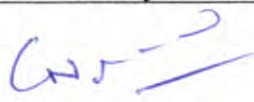
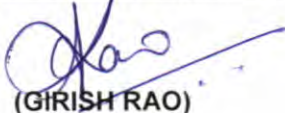




**TTK Healthcare
LIMITED**

FORM A

Format of Covering Letter of the Annual Audit Report to be filed with the Stock Exchange

1.	Name of the Company	TTK Healthcare Limited
2.	Annual Financial Statements for the year ended	31 st March, 2015
3.	Type of Audit Observation	(i) Unqualified (ii) Matter of Emphasis
4.	Frequency of Observation	Matter of Emphasis - Third time (Since the Merger is in progress). [Please refer Page No.37 of the Annual Report 2014-15].
5.	Signed by-	
	CEO / Managing Director	 (T T RAGHUNATHAN) Executive Vice Chairman
	CFO	 (B V K DURGA PRASAD) Senior Vice President - Finance
	Auditors of the Company	 (N SRIDHARAN) Proprietor - M/s Aiyar & Co.
		 (C N SRINIVASAN) Partner - M/s S. Viswanathan
	Audit Committee Chairman	 (GIRISH RAO) Chairman Audit Committee



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TTK HEALTHCARE LIMITED

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BOARD OF DIRECTORS

Mr T T Jagannathan	Chairman
Mr T T Raghunathan	Executive Vice Chairman
Mr R K Tulshan	Director
Dr K R Srimurthy	Director
Mr B N Bhagwat	Director
Mr K Shankaran	Director
Dr (Mrs) Vandana R Walvekar	Director
Mr Girish Rao	Director
Mr S Balasubramanian	Director
Mr S Kalyanaraman	Director & Secretary

COMPANY SECRETARY

Mr S Kalyanaraman

REGISTERED & ADMINISTRATIVE OFFICE

No.6, Cathedral Road, Chennai 600 086.

Website: www.ttkhealthcare.com

CIN : L24231TN1958PLC003647

BANKERS

Bank of Baroda
Corporation Bank

STATUTORY AUDITORS

M/s Aiyar & Co.

Chartered Accountants
New No.2 (Old No.184), Rangarajapuram Main Road (1st Floor)
Kodambakkam, Chennai 600 024.

M/s S Viswanathan

Chartered Accountants
New No.17 (Old No.8A), Bishop Wallers Avenue (West)
Mylapore, Chennai 600 004.

REGISTRARS & TRANSFER AGENTS

M/s Data Software Research Co. Pvt. Ltd.
19, Pycrofts Garden Road
Off. Haddows Road, Nungambakkam
Chennai 600 006.

FACTORIES

- No.5, Old Trunk Road, Pallavaram, Chennai 600 043.
- No.2-B, Hosakote Industrial Area, 8th Kilometre, Hosakote
Chinthamani Road, Hosakote Taluk, Bengaluru 562 114.
- Site No.A28, KINFRA International Apparel Parks Ltd., St. Xavier's
College P.O., Thumba, Thiruvananthapuram 695 586.
- No.290, SIDCO Industrial Estate, Ambattur, Chennai 600 098.
- No.3, Thiruneermalai Main Road, Chromepet, Chennai 600 044.

DEPOTS

Ahmedabad, Bengaluru, Bhiwandi, Chandigarh, Chennai, Cuttack, Dehradun, Ernakulam, Ghaziabad, Guwahati, Hubli, Hyderabad, Indore, Jaipur, Jammu, Kolkata, Lucknow, Madurai, Meerut, Mumbai, Nagpur, New Delhi, Panchkula, Patna, Pune, Raipur, Ranchi, Siliguri, Tirupathi, Vijayawada and Zirakpur.

Notice to Shareholders

NOTICE is hereby given that the **Fifty Seventh Annual General Meeting** of the Company will be held at **10.15 a.m., on Friday, the 7th August, 2015** at **The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014**, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in the place of Mr R K Tulshan (DIN: 00009876), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the appointment of M/s Aiyar & Co., Chartered Accountants, Chennai (Firm Regn. No.000063S) and M/s S Viswanathan, Chartered Accountants, Chennai (Firm Regn. No.004770S) (who were appointed by the Members as Statutory Auditors of the Company, for a period of 3 years, from the conclusion of the Fifty Sixth Annual General Meeting upto the conclusion of the Fifty Ninth Annual General Meeting), be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company".

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr S Kalyanaraman (DIN: 00119541), who vacates office at this meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs.3,50,000 (Rupees Three lakhs fifty thousand only) plus service tax as applicable and reimbursement of travel and out-of-pocket expenses, payable to M/s Geeyes & Co., Cost Accountants (Firm Regn. No.000044), for conducting the audit of cost records of the Company, for the financial year ending 31st March, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified and confirmed".

BY ORDER OF THE BOARD

Place : Chennai
Date : May 21, 2015

S KALYANARAMAN
Director & Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself/herself and the Proxy or Proxies so appointed need not be a member or members of the Company.

The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power of Attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting.

A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than 10% of the total voting Share Capital of the Company. However, a single person may act as a Proxy for a member holding more than 10% of the total voting Share Capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses as set out in the Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 3rd August, 2015 to 7th August, 2015 (Both days inclusive), for the purpose of declaration of Dividend for the financial year ended 31st March, 2015.
4. The Dividend on Equity Shares as recommended by the Board of Directors, if declared at the Meeting, will be paid to those Members whose names appear in the Register of Members on 7th August, 2015.
5. Members are requested to keep the Company informed of any change in their respective mailing addresses immediately. Members whose shareholding is in the electronic mode are requested to forward the change of address notifications and updation of Bank Account details to their respective Depository Participants.
6. Members / Proxies are requested to affix their signatures at the space provided in the Attendance Slip and handover the Slip at the entrance of the Meeting Hall. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote at the Annual General Meeting.
7. In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividend declared by the Company for earlier years, which remain unclaimed for a period of 7 years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government.

The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished below:

Financial Year ended	Dividend Declared on	Due Date of Transfer
31.03.2008	27.08.2008	27.08.2015
31.03.2009	27.08.2009	27.08.2016
31.03.2010	28.07.2010	28.07.2017
31.03.2011	27.07.2011	27.07.2018
31.03.2012	13.08.2012	13.08.2019
31.03.2013	25.07.2013	25.07.2020
31.03.2014	22.08.2014	22.08.2021

Members who have not encashed their Dividend Warrants in respect of the above period(s) are requested to make their claim(s) by surrendering the unencashed Dividend Warrants immediately to the Company.

Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided / hosted the required details of

Notice to Shareholders (Contd.)

unclaimed amounts referred to under Section 205C(2) of the Companies Act, 1956 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

8. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.ttkhealthcare.com.
9. **Information and other instructions relating to e-Voting (Voting through electronic means) are as under:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide e-Voting facility to its members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted at the Fifty Seventh Annual General Meeting.

The facility for voting through Polling Paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-Voting shall be able to vote at the Meeting through Polling Paper.

The Company has appointed Mr. Balu Sridhar, Partner, M/s A K Jain & Associates, Practising Company Secretary as the Scrutinizer for conducting both the e-Voting and the Poll process in a fair and transparent manner and he has communicated his willingness for the same.

The members who have cast their vote by e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.

The voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on **31st July, 2015**, being the **Cut-off date**. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically or at the venue of the meeting through Polling Paper.

A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 31st July, 2015 only shall be entitled to avail the facility of e-Voting.

In case a person has become the Member of the Company after the despatch of Notice but on or before the cut-off date i.e. 31st July, 2015, may write to M/s Data Software Research Co. Pvt. Ltd. (DSRC), on the e-mail ID: ttk.healthcare@dsrc-cid.in or M/s Data Software Research Co. Pvt. Ltd., (Unit – TTK Healthcare Limited), No.19, Pycrofts Garden Road, Off. Haddows Road, Nungambakkam, Chennai 600 006 or contact Mr. S Chandrasekaran at contact No. 044-28213738 / 28214487 during officer hours, requesting for the User ID and Password. After receipt of the above credentials, please follow the instructions for e-Voting to cast the vote.

If the member is already registered with CDSL e-Voting platform then he can use his existing User ID and password for casting the vote through e-Voting.

The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and e-Voting, will not later than two days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. **The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.ttkhealthcare.com**

and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 7th August, 2015.

Instructions for e-Voting:

- The voting period begins at 9.30 a.m. on 3rd August, 2015 and ends at 5.00 p.m. on 6th August, 2015. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2015, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The Shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user, follow the steps given below:

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

* Members who have not updated the PAN details with the Company / Depository Participant are requested to use the "Sequence Number" provided under the e-Voting details in the Attendance Slip in the PAN details field. (Wherever Members have updated the PAN details, the same has also been provided, for the ready reference to the Members).

Members who have not updated their DOB or Dividend Bank Details with the Company / Depository Participant are requested to use the User ID, as provided under the e-Voting details in the Attendance Slip, in the Dividend Bank details field.

Notice to Shareholders (Contd.)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "TTK HEALTHCARE LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the password earlier used then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & 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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin and login password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or

write an e-mail to helpdesk.evoting@cdslindia.com or call toll free No.1800 200 5533.

10. Information required under Clause 49(VIII)(E) of the Listing Agreement with the Stock Exchange(s):

(a) Mr R K Tulshan:

Mr R K Tulshan retires by rotation and is eligible for re-appointment.

Mr Tulshan is a Commerce Graduate. He has an experience of nearly three decades in Business and has been a Director of the Company for the last 30 years.

He is also a Director on the Board of the following Companies:

- Lotus Cine Private Ltd.
- Kanishka Enterprises Ltd.
- Rajiv Investments (India) Pvt. Ltd.
- ISO-Therm Cargo Products Pvt. Ltd.
- Varun Eximp Pvt. Ltd.
- Grand Slam Overseas Pvt. Ltd.
- Tirupati Ceramics Ltd.
- Microgenetics Systems Pvt. Ltd.

He does not hold any Committee Membership in these Companies.

He is actively involved in Rotary activities and is the Past President of the Rotary Club of New Delhi.

He is the Member of the Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company.

He holds 220 Equity Shares in the Company.

He is not related to any other Directors or Key Managerial Personnel or their relatives.

(b) Mr S Kalyanaraman

Mr S Kalyanaraman was co-opted as an Additional Director of the Company with effect from 1st September, 2014 and vacates his office at this Annual General Meeting.

Mr Kalyanaraman holds a Bachelor Degree in Commerce from Pune University and is a Gold Medalist. He is an Associate Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.

He has nearly three decades of experience in the areas of Finance, Accounts, Costing, Internal Audit, Corporate Law and Commercial.

He joined the TTK Group in the year 1987 and has been serving the Company as Wholtime Secretary since 1993.

He is also a Director on the Board of Packwell Packaging Products Limited and does not hold any Committee Membership in that Company.

He does not hold any Committee Chairmanship / Membership of the Company also.

He holds 70 Equity Shares in the Company.

He is not related to any other Directors or Key Managerial Personnel or their relatives.

BY ORDER OF THE BOARD

Place : Chennai
Date : May 21, 2015

S KALYANARAMAN
Director & Secretary

Registered Office:
No.6, Cathedral Road
Chennai 600 086

Notice to Shareholders (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No.5

Mr S Kalyanaraman was co-opted as an Additional Director of the Company with effect from 1st September, 2014.

Pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr Kalyanaraman vacates his office at the ensuing Annual General Meeting.

Notice has been received from a member of the Company under Section 160 of the Companies Act, 2013 along with requisite deposit amount signifying his intention to propose the candidature of Mr Kalyanaraman and to move the resolution at Item No.5 of this Notice.

Mr Kalyanaraman holds a Bachelor Degree in Commerce from Pune University and is a Gold Medalist. He is an Associate Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.

He has nearly three decades of experience in the areas of Finance, Accounts, Costing, Internal Audit, Corporate Law and Commercial.

He joined the TTK Group in the year 1987 and has been serving the Company as Wholetime Secretary since 1993.

He is also a Director on the Board of Packwell Packaging Products Limited and does not hold any Committee Membership in that Company.

He does not hold any Committee Chairmanship / Membership of the Company also.

He holds 70 Equity Shares in the Company.

The above proposal was also considered and recommended by the Nomination and Remuneration Committee.

The Board recommends the Ordinary Resolution at Item No.5 for the approval of the Members.

Except Mr Kalyanaraman, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.6

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Geeyes & Co., Cost Accountants as the Cost Auditors, to conduct the audit of the cost records of the Company relating to Pharmaceuticals, for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs.3,50,000 (Rupees Three lakhs fifty thousand only) plus service tax as applicable and reimbursement of travel and out-of-pocket expenses, payable to the said Cost Auditors, for the financial year ending 31st March, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Shareholders of the Company.

The Board recommends the Ordinary Resolution at Item No.6 for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

BY ORDER OF THE BOARD

Place : Chennai

Date : May 21, 2015

S KALYANARAMAN
Director & Secretary

Registered Office:

No.6, Cathedral Road
Chennai 600 086

Directors' Report

(Including Management Discussion and Analysis Report)

Your Directors have pleasure in presenting the Fifty Seventh Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2015.

Financial Results:

	(Rs. in lakhs)	
	2014-15	2013-14
Profit before Depreciation & Tax	3,247.44	2,283.99
Less : Depreciation	613.98	317.43
Profit before tax	2,633.46	1,966.56
Less : Provision for Tax		
Current Tax	1,090.00	698.00
Deferred Tax	(72.06)	29.69
Profit after tax	1,615.52	1,238.87
Surplus Account:		
Balance as per last Balance Sheet	5,382.92	4,637.48
Add: Profit for the year	1,615.52	1,238.87
Total	6,998.44	5,876.35
Less: Proposed Dividend	349.47	310.64
Provision for tax on Dividend	71.14	52.79
Amount transferred to General Reserve	200.00	130.00
Net Surplus	6,377.83	5,382.92

Review of Performance:

During the year under review, the revenue from operations amounted to Rs.482.93 crores as against the previous year figure of Rs.416.18 crores, a growth of 16%. A detailed review is presented under the Section "Segmentwise Performance".

Dividend:

Your Directors are pleased to recommend a dividend of Rs.4.50 (45%) per Equity Share of Rs.10/- each for the year ended 31st March, 2015 (Previous Year - 40%).

MANAGEMENT DISCUSSION AND ANALYSIS:

(A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

During the year 2014-15, the GDP growth was estimated at around 7.4% as against the previous year's growth of 6.9%, which is a positive development.

Factors like steep decline in oil prices, increase in forex reserves, lower rate of inflation and various initiatives by the new Government aimed at reforms augur well for a positive overall macroeconomic scenario. Further, clear thrust on investments in infrastructural projects such as power, roads and ports is likely to provide the much needed impetus to the manufacturing sector.

The Indian Pharma Market currently valued at around Rs.83,000 crores (MAT – Dec. 2014) has posted a smart recovery with a growth of 10.2% as against the previous year's growth of 6% despite the impact of the

introduction of ceiling prices for the National List of Essential Medicines (NLEM).

The growth was driven by (i) growth in volume of existing brands (4.6%); (ii) new introductions (2.9%); and (iii) price revisions (2.7%). Chronic Segment grew at 13.1% vis-à-vis the growth of 9% in Acute Segment. While the anti-infective segment has almost remained flat, the other therapeutic segments like anti-diabetic, cardiology, urology and derma reported healthy growth. (Source: Pharmatrac)

(B) OPPORTUNITIES AND THREATS:

Opportunities:

- Economic growth, rising incidence of chronic diseases, increase in healthcare access and expected growth in per capita income would drive further expansion of the healthcare segment. Therefore, there is opportunity for your Company to grow the Pharma Business further.
- Your Company has the unique advantage of an exclusive network for distribution of OTC products. This can be leveraged for launch of new products under own brands so as to ensure improved profitability and value creation through brand building.
- On Medical Devices, the market as of now is dominated by imported medical devices / implants. Since your Company manufactures world class products and are priced competitively, this segment provides opportunity for growth. The recently announced "Make in India" initiative by the Government would further enhance the growth prospect for this Segment. These products also have export potential.
- Considering the size of the market for food products, the Foods Business of your Company has potential for growth including branding / retail opportunities.

Threats:

- The Product Patent Regime has restricted the access for Indian Pharma Companies to the latest molecules which were earlier available. However, there may be opportunities to launch products that are out of patents regimentation.
- There have been rapidly changing new drug discovery technologies and processes at the global level and the Indian Pharmaceutical Industry requires huge capital investment to upgrade facilities to match International Standards. MNCs and Foreign Companies have an edge over the Domestic Companies in this area.
- The Drugs Price Control may have an adverse impact on the sales / margins of Pharmaceutical Companies.

(C) SEGMENTWISE PERFORMANCE:

Your Company is engaged in Pharmaceuticals, Consumer Products, Medical Devices and Foods Businesses.

A look at the performance of individual Business Segments:

Pharmaceutical Business:

The Ethical Pharma Business of your Company deals in Pharmaceutical Formulations both Herbal and Allopathic, in various therapeutic segments. Pharmaceuticals also include Woodward's Gripewater. Since this product is distributed through the Consumer Products Division of your Company, it is covered under the head Consumer Products Business.

Directors' Report (Contd.)

Ethical Products Division (EPD) & Ventura Division

During the year under review, EPD and Ventura Division reported a sales turnover of around Rs.142 crores with a healthy growth, significantly higher than the market growth.

The flagship brands have shown healthy growth. New launches are also taken up well by the doctors, indicating a promising business opportunity. In the previous year, your Company started implementing the various recommendations of M/s Bain & Co. and your Company plans to further intensify the implementation of these initiatives in the current year also.

Animal Welfare Division (AWD)

During the year under review, the Animal Welfare Division reported a sales turnover of around Rs.38 crores.

All the three sub-divisions viz., Bovianim (Cattle), Gallus (Poultry) & Companim (Pet Animals) reported healthy growth and this was possible due to appreciable growth in our flagship brands.

Expanded coverage, focused campaigns with special attention on dairy segment in Bovianim Division, corporate customers in Gallus Division and improved coverage in Companim Division and manpower expansion contributed to the good performance in the financial year under review.

AWD has set its sight on significant growth in the current financial year as well by leveraging the expanded network, initiating high intensity campaigns, enhanced focus on low yielding territories, product basket expansion, farmer / dairy focused approach and operational distinctiveness.

Consumer Products Business:

The Division reported a sales turnover of around Rs.224 crores. The overall performance has been satisfactory in what is otherwise considered a sluggish business environment in the FMCG segment.

WGW continued to grow, though at a slower pace. It was basically weighed down by lack of growth in the Northern markets.

Deodorants as a category had a very difficult year with deodorants showing 5% volume decline year-on-year. Despite this, EVA continued to maintain its leadership position. Your Company has seen many new initiatives and relaunched - Mini Deo, in a new formulation and an attractive marketing mix and Lip Balm were relaunched. EVA exotic, a premium range of Deo's were also relaunched. Your Company also launched Body Lotions during the year. These initiatives helped EVA to report a decent growth.

Good Home, the home care range, performed satisfactorily.

The Condom market had a very challenging year with the category declining by around 2% and with price control fully in place. In spite of this, 'Skore' managed a marginal growth and achieved a market share in excess of 10%, thus becoming the third largest brand in the market.

Medical Devices Business:

Heart Valve Division

Your Company's Heart Valve Division reported a sales turnover of around Rs.13 crores during the year under review. There has been a marginal increase in volumes compared to the previous year. The performance of this Division continues to be impacted due to stiff competition from

imported valves through price cuts, etc. Efforts are made to increase the volumes.

Subject to regulatory approval, the Vascular Graft and the Improved Heart Valve would enter the clinical trial phase during the financial year 2015-16.

Ortho Division

During the year under review, Ortho Division reported a sales turnover of around Rs.6.50 crores.

The surgeons using BP Knee implants expressed satisfaction over its performance, resulting in steady increase in the number of surgeries in the domestic market.

Leading Orthopaedic Surgeons in Italy have endorsed your Company's knee implants. Efforts are underway to expand into Europe.

Efforts are also made to strengthen the product basket with the addition of new products both for domestic and overseas market.

Foods Business:

During the year under review, the Foods Division achieved a sales turnover of around Rs.57 crores. The performance of this Division has been satisfactory, with a healthy growth.

But for some unanticipated delays, the Jaipur facility is now almost ready and would commence trial production by the end of the first quarter of 2015-16. Commercial production is likely to commence during the second quarter. There has been good progress in setting up a robust sales and distribution network for handling the enhanced production. The R&D plant is also expected to be installed by the end of 2015-16.

With the entry of new players, this segment is likely to see considerable competition in the coming months. Your Company would, therefore, clearly focus its efforts on differentiation through innovative products and marketing initiatives.

(D) OUTLOOK:

In view of the above developments and initiatives, the outlook for the Company as a whole for 2015-16 appears promising.

(E) RISKS AND CONCERNS:

The analysis presented in the Industry Scenario and Opportunities and Threats section of this Report throws light on the important risks and concerns faced by your Company. The strategy of your Company to de-risk against these factors is also outlined in the said sections.

(F) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has necessary Internal Control Systems in place which is commensurate with the size, scale and complexity of its operations. Internal Audits are regularly conducted through In-house Audit Department and also through External Audit Firms. The reports are periodically discussed internally. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

Directors' Report (Contd.)

(G) FINANCIAL PERFORMANCE:

	(Rs. in lakhs)	
	2014-15	2013-14
Revenue from Operations (Gross)	48,314.16	41,630.69
Less : Excise Duty relating to Sales	21.50	12.73
Revenue from Operations (Net)	48,292.66	41,617.96
Other Income	656.78	612.35
Total Income	48,949.44	42,230.31
Cost of Materials Consumed	21,944.79	19,445.64
Employee Benefits Expense	7,228.44	6,065.51
Other Expenses	16,164.54	14,136.38
Profit before Finance Cost and Depreciation	3,611.67	2,582.78
Finance Cost	364.23	298.79
Depreciation	613.98	317.43
Profit before Tax	2,633.46	1,966.56
Less: Provision for Tax:		
Current Tax	1,090.00	698.00
Deferred Tax	(72.06)	29.69
Profit after Tax	1,615.52	1,238.87

ANALYSIS OF PERFORMANCE:

- Revenue from Operations registered a growth of about 16% as against the previous year's figure of about 9%, with a Profit before tax of Rs.26.33 crores. The previous year's Profit before tax was Rs.19.67 crores, after considering one-time / non-recurring expenses amounting to Rs.4.85 crores.
- During the year under review, the Other Income stood at Rs.656.78 lakhs as against the previous year's figure of Rs.612.35 lakhs and this was due to increase in interest earned on Fixed Deposits.
- Goods Consumption as a percentage of Revenue from Operations for the year works out to 45.44% as against the previous year's figure of 46.72%. The reduction is due to higher proportion of Own Branded Goods vis-à-vis Traded Goods in the product mix.
- The employee benefits expense was higher due to regular annual increments / revision in packages and addition of manpower, particularly at the field level.
- The reduction in Power and Fuel expenses was mainly on account of the commissioning of Briquette based Boiler at Foods Division resulting in lower consumption of diesel.
- The increase in rates and taxes was on account of expenses incurred for registration of the products of the Company in various overseas countries and also purchase of additional user licenses for Oracle ERP.
- The increase in Advertisement & Sales Promotion expenses is on account of enhanced advertisements / higher sales promotional expenses incurred on various product categories and incentives to field staff.

- The loss on obsolescence of assets Rs.45.46 lakhs mainly represents the unusable dies relating to Foods Division.
- The higher depreciation is due to adoption of Schedule II to the Companies Act, 2013.
- The addition to Fixed Assets mainly represents the - (i) stamp duty and registration charges paid for the Leasehold land acquired at Jaipur for the Foods Project (Rs.21.10 lakhs); (ii) capital expenditure incurred for the capacity enhancement, automation of material handling and factory renovation projects undertaken at Hosakote factory of Foods Division (Rs.300.93 lakhs); (iii) expenses incurred for the purchase of plant and machinery - for Ortho Division (Rs.68.16 lakhs) and for Pharma Division (Rs.12.05 lakhs); (iv) expenses incurred for the procurement of moulds mainly for CPD (Rs.13.51 lakhs); (v) purchase of vehicles (Rs.81.93 lakhs); and (vi) computer and softwares (Rs.39.07 lakhs).

Capital work-in-progress of Rs.4,570 lakhs mainly represents the assets acquired for the Foods Project at Jaipur and this would be capitalized upon commissioning of the plant.

- The increase in Inventories is in line with the enhanced level of operations during the year under review and the plan for the current year.
- The reduction in Cash and Bank balances was on account of utilization of monies from Fixed Deposits for meeting the capital expenditure relating to Foods Project at Jaipur.
- The increase in Trade Receivables is in line with the growth in sales and there were no major overdue outstandings.
- The decrease in Loans and Advances mainly represents adjustment of capital advances given to various Contractors for the Foods Project at Jaipur upon completion of supply of materials / provision of services.
- The increase in Other Current Liabilities mainly represents the creditors relating to procurement of capital goods for Jaipur Project of Foods Division.
- The increase in Trade Payables is in line with the operations and there were no major overdue payments to any creditors.

(H) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

HUMAN RESOURCES:

Your Company attaches significant importance to continuous upgradation of Human Resources for achieving the highest levels of efficiency, customer satisfaction and growth.

As part of the overall HR Strategy, training programmes have been organized for employees at all levels through both internal and external faculties during the year under review.

As on 31st March, 2015, the employee strength was 1809. (Previous Year – 1708).

INDUSTRIAL RELATIONS:

The industrial relations during the year under review continued to be cordial. The Directors place on record their sincere appreciation of the services rendered by employees at all levels.

Your Company entered into a long term wage settlement with the Workers' Union of the Foods Division and this will be in force for a period of three years from 1st January, 2014 to 31st December, 2016.

Directors' Report (Contd.)

(I) INFORMATION TECHNOLOGY:

Oracle Process Manufacturing Module was implemented at the Foods Division factory of your Company at Hosakote in August 2014 and is functioning satisfactorily. Your Company has also switched over to Zimbra mail solution from Webmail solution, considering its advantages.

(J) FUTURISTIC STATEMENTS:

This analysis may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors, both internal and external. Therefore, the investors are requested to make their own independent judgments by taking into account all relevant factors before taking any investment decision.

DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

(a) Extract of Annual Return:

Extract of Annual Return (Form MGT-9) is enclosed as **Annexure-1**.

(b) Number of Meetings of the Board:

The Board of Directors met 5 (five) times during the year 2014-15. The details of the Board Meetings and the attendance of the Directors are provided in the Report on Corporate Governance.

(c) Corporate Social Responsibility (CSR) Committee:

As per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, your Company constituted the Corporate Social Responsibility Committee which comprises of Mr T T Raghunathan as Chairman, Dr K R Srimurthy, Mr K Shankaran and Dr (Mrs) Vandana R Walvekar as Members. Mr S Kalyanaraman is the Secretary of the Committee. The Corporate Social Responsibility (CSR) Policy enumerating the CSR activities to be undertaken by the Company, in accordance with Schedule VII to the Companies Act, 2013 was recommended to the Board and the Board adopted the same. The said policy was also made available on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-CSR-Policy.pdf>. The Annual Report under CSR Activities is annexed to this report as **Annexure-2**.

The details relating to the meetings convened, etc., are furnished in the Report on Corporate Governance.

(d) Composition of Audit Committee:

The Board reconstituted the Audit Committee on 22nd August, 2014, in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, which comprises of Mr Girish Rao as Chairman, Mr B N Bhagwat, Dr K R Srimurthy and Mr K Shankaran as Members. Mr S Kalyanaraman is the Secretary of the Committee. More details on the Committee are given in the Report on Corporate Governance.

(e) Related Party Transactions:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the key managerial personnel or their relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors / key managerial personnel are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Policy as approved by the Board is uploaded on the Company's website <http://www.ttkhealthcare.com/corporate/TTKHC-Policy-on-RPT.pdf>.

The details of the Related Party Transactions in Form AOC-2 are annexed as **Annexure-3** to this Report.

(f) Corporate Governance:

Your Company has complied with the various requirements of the Corporate Governance Code under the provisions of the Companies Act, 2013 and as stipulated under the Listing Agreement.

A detailed Report on Corporate Governance forms part of this Annual Report.

(g) Risk Management:

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a risk identification and management framework appropriate to the size of your Company and the environment in which it operates.

Your Company has also engaged the services of an international consultant for further fine tuning the Risk Management framework of the Company.

(h) Directors and Key Managerial Personnel:

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

(i) Retirement / Cessation:

- Mr J Srinivasan who retired by rotation, did not offer himself for re-appointment and ceased to be Director with effect from 22nd August, 2014.
- Mr K Vaidyanathan retired from the position of Director / Executive Director with effect from 1st September, 2014.
- Mr R Srinivasan retired from the office of Independent Director at the closing hours of 31st March, 2015.

(ii) Appointment / Re-appointment of Directors:

- (a) Pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and as per Clause 49 of the Listing

Directors' Report (Contd.)

agreement, the following Directors were appointed as Independent Directors of the Company:

- Mr B N Bhagwat, Dr (Mrs) Vandana R Walvekar and Mr Girish Rao were appointed as Independent Directors of the Company, effective 22nd August, 2014, for a term of five years, not liable to retire by rotation, at the 56th Annual General Meeting held on 22nd August, 2014.
 - Dr K R Srimurthy and Mr S Balasubramanian were appointed as Independent Directors, effective 27th March, 2015, for a term of five years, not liable to retire by rotation, through the conduct of Postal Ballot including e-Voting.
- (b) Mr R K Tulshan, liable to retire by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment. The Board recommends his re-appointment.
- (c) Mr S Kalyanaraman, Wholetime Company Secretary was appointed as Additional Director with effect from 1st September, 2014 and shall hold office upto the date of the ensuing Annual General Meeting. Notice has been received from a member of the Company under Section 160 of the Companies Act, 2013 along with requisite deposit amount signifying his intention to propose the candidature of Mr Kalyanaraman as Director. The Board recommends his appointment.

(iii) Statement on Declaration by the Independent Directors of the Company:

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company <http://www.ttkhealthcare.com/downloads/Terms-of-Apt-of-IDs.pdf>.

(iv) Key Managerial Personnel (KMP):

The Board at its meeting held on 22nd August, 2014, confirmed the following managerial personnel as Key Managerial Personnel (KMP):

- Mr T T Raghunathan, Executive Vice Chairman as Chief Executive Officer (CEO);
- Mr S Kalyanaraman, President – Commercial & Company Secretary (now Director & Secretary) as Company Secretary; and
- Mr B V K Durga Prasad, Senior Vice President – Finance as Chief Financial Officer (CFO).

(v) Performance Evaluation of the Board, its Committees and the Directors:

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Report on Corporate Governance.

(vi) Remuneration Policy:

Your Company adopted a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy was hosted on the website of the Company

<http://www.ttkhealthcare.com/downloads/TTKHC-Remuneration-Policy.pdf>.

(i) Auditors:

(i) Auditors and their Report:

In accordance with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s Aiyar & Co., Chartered Accountants, Chennai (Firm Regn. No.000063S) and M/s S Viswanathan, Chartered Accountants, Chennai (Firm Regn. No.004770S) were appointed as Statutory Auditors, for a term of three years to hold office from the conclusion of Fifty Sixth Annual General Meeting till the conclusion of Fifty Ninth Annual General Meeting, subject to ratification by the members at every Annual General Meeting.

Accordingly, a Resolution seeking members' ratification for their appointment from the conclusion of the ensuing Fifty Seventh Annual General Meeting till the conclusion of the Fifty Eighth Annual General Meeting of the Company is included under Item No.4 of the Notice convening the Annual General Meeting.

The Auditors' Report to the Shareholders for the year under review does not contain any qualifications.

(ii) Cost Auditor and Cost Audit Report:

• **Appointment for the year 2015-16:**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Records of the Company relating to Pharmaceuticals are required to be audited, for the year 2015-16.

The Board of Directors, on the recommendation of the Audit Committee, appointed M/s Geeyes & Co. as Cost Auditors of the Company, for the financial year 2015-16 and fixed their remuneration.

M/s Geeyes & Co., have confirmed that their appointment is within the limits of the Section 141 of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under the provisions of Section 141 of the Companies Act, 2013.

The Audit Committee also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the ratification of the Members is sought by means of an Ordinary Resolution for the remuneration payable to M/s Geeyes & Co., Cost Auditors, under Item No.6 of the Notice convening the Annual General Meeting.

The Cost Audit Report for the year ended 31st March, 2015 would be filed on or before the due date (i.e.) 27th September, 2015.

• **Cost Audit Report for the year 2013-14:**

The Cost Audit Report for the financial year ended 31st March, 2014 was filed on 23rd September, 2014 vide SRN S31328412 on the Ministry of Corporate Affairs website.

Directors' Report (Contd.)

(iii) Secretarial Auditor and Secretarial Audit Report:

The Board had appointed Mr R Balasubramaniam, Company Secretary in Wholetime Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2014-15. The Report of the Secretarial Auditor in Form MR-3 is annexed to this report as **Annexure-4**. The report does not contain any qualification or reservation or adverse remarks.

(j) Transfer to Investor Education and Protection Fund:

Your Company has transferred a sum of Rs.4.24 lakhs during the financial year 2014-15 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 205C(2) of the Companies Act, 1956. The said amount represents the unclaimed dividends for the year ended 31st March, 2007, which were lying unclaimed with the Company for a period of seven years from the due date of payment.

(k) Disclosure under Clause 5A.II of the Listing Agreement:

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Right Issue.

(l) Conservation of Energy:

The prescribed particulars under 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-5** to this Report.

(m) Particulars of Employees:

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are annexed to this Report as **Annexure-6**.

(n) Subsidiary Company:

Your Company does not have any Subsidiary.

(o) Deposits:

As on 31st March, 2015, your Company was not holding any amount under Fixed Deposit Account.

(p) Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:

During the year under review, your Company had not given any loan, provided any guarantee and also not made any investment under Section 186 of the Companies Act, 2013.

(q) Significant and Material Orders passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

(r) Whistle Blower Policy:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s)

who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee / Executive Vice Chairman in exceptional cases.

The Whistle Blower Policy was also hosted on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-Whistle-Blower-Policy.pdf>.

(s) Scheme of Amalgamation:

The Board of Directors in their meeting held on 30th April, 2013 approved the Scheme of Amalgamation of TTK Protective Devices Limited (TTKPD) (formerly known as TTK-LIG Limited) and its Wholly Owned Subsidiary TSL Techno Services Limited (TSL) with your Company, the appointed date being 1st April, 2012.

Under the Scheme, the Shareholders of TTKPD would be entitled for 9 Equity Shares of Rs.10/- each fully paid-up of your Company for every 2 Equity Shares of Rs.10/- each fully paid-up held by them in TTKPD. No shares would be allotted to the Shareholders of TSL as its value having been considered as part of the valuation of TTKPD.

Your Company obtained necessary No Objection from the Stock Exchanges and also the approval of the Shareholders for the Scheme of Amalgamation.

Your Company filed necessary petition with the Hon'ble High Court of Judicature at Madras for obtaining its sanction for the said Scheme of Amalgamation and the same is awaited.

Your Directors have also extended the time limit of the Scheme upto 31st March, 2016.

Necessary entries will be made in the books of accounts upon sanction of the Scheme.

(t) Finance:

During the year under review, your Company has availed the balance amount of Rs.3 crores from the Term Loan amount of Rs.20 crores sanctioned by Commonwealth Bank of Australia. As per the terms of sanction, your Company has also repaid Rs.2 crores.

The Working Capital Loans for the previous year was lower at Rs.13.24 crores (Current year Rs.22.30 crores) since the money received from Commonwealth Bank of Australia was temporarily parked in the Cash Credit account of your Company pending utilization of the same for the Foods Project at Jaipur. In other words, there has been no significant change in the working capital borrowings of your Company during the year under review as compared to the previous year.

(u) Listing of Equity Shares:

Your Company's shares are listed with BSE Limited, Mumbai. The Listing Fees have been paid for the financial year 2015-16.

Your Company's shares were delisted from Madras Stock Exchange Limited (MSE) with effect from 24th December, 2014, consequent to the voluntary de-recognition and exit of MSE as per the Circular dated 30th May, 2012 issued by SEBI.

(v) Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at workplace, a new legislation - The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act, every Company is required to set up an

Directors' Report (Contd.)

Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and has constituted the Internal Complaints Committee (ICC) with an NGO as one of its Members. During the year 2014-15, there were no complaints. Further, adequate awareness programmes were also conducted for the employees of the Company.

(w) Directors' Responsibility Statement:

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors hereby confirm that-

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. Appropriate accounting policies had been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the financial year ended 31st March, 2015 and of the Profit of the Company for that period;
- c. Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of this

Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. The Annual Accounts had been prepared on a going concern basis;
- e. The Internal Financial Controls had been laid down, to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f. In order to ensure compliance with the provisions of all applicable laws, proper systems had been devised and that such systems were adequate and operating effectively.

General:

Your 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:

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

Acknowledgement:

Your Directors place on record their grateful thanks to the Bankers, Customers, Vendors and Members for their continued support and patronage.

For and on behalf of the Board

T T JAGANNATHAN
CHAIRMAN

Place: Chennai
Date : May 21, 2015

Registered Office:
No.6, Cathedral Road
Chennai 600 086

Annexure to the Directors' Report

ANNEXURE-1

FORM NO.MGT-9
EXTRACT OF ANNUAL RETURN

As on the Financial Year Ended on 31st March, 2015

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

I REGISTRATION AND OTHER DETAILS:	
(i) CIN	: L24231TN1958PLC003647
(ii) Registration Date	: 21 st May, 1958
(iii) Name of the Company	: TTK HEALTHCARE LIMITED
(iv) Category / Sub-Category of the Company	: Company having Share Capital
(v) Address of the Registered Office and Contact Details	: No.6, Cathedral Road, Chennai 600 086 Tel: 044 – 28116106 – 28116110
(vi) Whether Listed Company	: Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: M/s Data Software Research Co. Pvt. Ltd. No.19, Pycrofts Garden Road Off. Haddows Road, Nungambakkam Chennai 600 006 Tel: 044 – 28213738 / 28214487 e-mail: ttk.healthcare@dsr-cid.in

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:			
Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Pharmaceutical Products	3004 90 99	29.60
2.	Gripewater	3004 90 11	17.00
3.	Deodorants	3307 20 00	13.88
4.	Pappad	1905 90 40	11.83

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:					
Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
	NONE				

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)										
(i) Category-wise Shareholding:										
Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	-Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual / HUF	9,26,835	–	9,26,835	11.94	9,26,835	–	9,26,835	11.94	–
(b)	Central Govt.	–	–	–	–	–	–	–	–	–
(c)	State Govt(s).	–	–	–	–	–	–	–	–	–
(d)	Bodies Corporate	10,080	–	10,080	0.13	10,080	–	10,080	0.13	–
(e)	Banks / FI	–	–	–	–	–	–	–	–	–
(f)	Any other – Partnership Firm	41,44,085	–	41,44,085	53.36	41,44,085	–	41,44,085	53.36	–
Sub-Total (A)(1)		50,81,000	–	50,81,000	65.43	50,81,000	–	50,81,000	65.43	–
(2)	Foreign									
(a)	NRIs – Individuals	–	–	–	–	–	–	–	–	–
(b)	Other – Individuals	–	–	–	–	–	–	–	–	–
(c)	Bodies Corporate	–	–	–	–	–	–	–	–	–
(d)	Banks / FI	–	–	–	–	–	–	–	–	–
(e)	Any other	–	–	–	–	–	–	–	–	–
Sub-Total (A)(2)		–	–	–	–	–	–	–	–	–
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)		50,81,000	–	50,81,000	65.43	50,81,000	–	50,81,000	65.43	–

Annexure to the Directors' Report (Contd.)

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding										
(1) Institutions										
(a) Mutual Funds	1,85,134	5,272	1,90,406	2.45	3,14,803	5,272	3,20,075	4.12	1.67	
(b) Banks / FI	9,419	516	9,935	0.13	6,642	516	7,158	0.09	(0.04)	
(c) Central Govt.	—	—	—	—	—	—	—	—	—	
(d) State Govt(s).	—	—	—	—	—	—	—	—	—	
(e) Venture Capital Funds	—	—	—	—	—	—	—	—	—	
(f) Insurance Companies	—	—	—	—	—	—	—	—	—	
(g) FIs	4,14,213	936	4,15,149	5.35	4,04,776	936	4,05,712	5.22	(0.13)	
(h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—	
(i) Others (specify)	—	—	—	—	—	—	—	—	—	
Sub-Total (B)(1)	6,08,766	6,724	6,15,490	7.93	7,26,221	6,724	7,32,945	9.43	1.50	
(2) Non-Institutions										
(a) Bodies Corporate										
(i) Indian	98,643	11,197	1,09,840	1.41	79,753	10,829	90,582	1.17	(0.24)	
(ii) Overseas	—	—	—	—	—	—	—	—	—	
(b) Individuals										
(i) Individual Shareholders holding Nominal Share Capital upto Rs.1 lakh	8,32,988	4,54,899	12,87,887	16.58	7,35,368	4,32,985	11,68,353	15.04	(1.54)	
(ii) Individual Shareholders holding Nominal Share Capital in excess of Rs.1 lakh	6,11,407	25,000	6,36,407	8.19	6,23,948	25,000	6,48,948	8.36	0.17	
(c) Others (specify)										
(i) NRI	31,007	4,352	35,359	0.46	24,303	4,352	28,655	0.37	(0.09)	
(ii) Qualified Foreign Investor	—	—	—	—	15,500	—	15,500	0.20	0.20	
Sub-Total (B)(2)	15,74,045	4,95,448	20,69,493	26.64	14,78,872	4,73,166	19,52,038	25.14	(1.50)	
Total Public Shareholding (B) = (B)(1) + (B)(2)	21,82,811	5,02,172	26,84,983	34.57	22,05,093	4,79,890	26,84,983	34.57	—	
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—	
Grand Total (A+B+C)	72,63,811	5,02,172	77,65,983	100.00	72,86,093	4,79,890	77,65,983	100.00	—	
(ii) Shareholding of Promoters										
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year		
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares			
1.	M/s T T Krishnamachari & Co. represented by its Partners – Mr T T Jagannathan & Mr T T Raghunathan	41,44,085	53.36	—	41,44,085	53.36	—	—		
2.	Mr T T Jagannathan	7,30,048	9.40	—	7,30,048	9.40	—	—		
3.	Mr T T Raghunathan	9,547	0.12	—	9,547	0.12	—	—		
4.	Mrs Stina Vasu	960	0.01	—	960	0.01	—	—		
5.	Mrs Shanthi Ranganathan	58,360	0.76	—	58,360	0.76	—	—		
6.	Mrs Latha Jagannathan	29,728	0.39	—	29,728	0.39	—	—		
7.	Mrs Bhanu Raghunathan	56,000	0.72	—	56,000	0.72	—	—		
8.	Mr T T Mukund	14,096	0.18	—	14,096	0.18	—	—		
9.	Mr T T Lakshman	14,096	0.18	—	14,096	0.18	—	—		
10.	Mr T T Venkatesh	14,000	0.18	—	14,000	0.18	—	—		
11.	M/s TTK Prestige Limited	1,440	0.02	—	1,440	0.02	—	—		
12.	M/s TTK Tantex Limited	8,640	0.11	—	8,640	0.11	—	—		
Total		50,81,000	65.43	—	50,81,000	65.43	—	—		

Annexure to the Directors' Report (Contd.)

(iii) Change in Promoters' Shareholding (please specify, if there is no change)								
Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year				
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company			
1.	At the beginning of the year	No change during the year						
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)							
3.	At the end of the year							
(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):								
Sl. No.	Shareholder's Name	Shareholding		Increase / (Decrease) in Shareholding			Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of Total Shares of the Company	Date	No. of Shares	Reason	No. of Shares	% of Total Shares of the Company
1.	Axis Mutual Fund Trustee Ltd. a/c Axis Mutual Fund	1,84,334	2.37	01.04.2014	—	—	1,84,334	2.37
				25.04.2014	5,000	Transfer	1,89,334	2.44
				02.05.2014	1,815	Transfer	1,91,149	2.46
				09.05.2014	30,034	Transfer	2,21,183	2.85
				30.06.2014	46,173	Transfer	2,67,356	3.44
				08.08.2014	10,000	Transfer	2,77,356	3.57
				12.09.2014	30,000	Transfer	3,07,356	3.96
				03.10.2014	(12,553)	Transfer	2,94,803	3.80
				21.11.2014	10,000	Transfer	3,04,803	3.92
				31.12.2014	10,000	Transfer	3,14,803	4.05
		3,14,803	4.05	31.03.2015	—	—	3,14,803	4.05
2.	National Westminster Bank PLC as Trustee of the Jupiter India Fund	1,38,285	1.78	01.04.2014	No change during the year		1,38,285	1.78
		1,38,285	1.78	31.03.2015			1,38,285	1.78
3.	Vidhit K Tulshan	1,37,179	1.77	01.04.2014	—	—	1,37,179	1.77
				02.05.2014	(697)	Transfer	1,36,482	1.76
				09.05.2014	(200)	Transfer	1,36,282	1.75
				16.05.2014	(500)	Transfer	1,35,782	1.75
				13.06.2014	(1,900)	Transfer	1,33,882	1.72
				30.06.2014	254	Transfer	1,34,136	1.73
				25.07.2014	(907)	Transfer	1,33,229	1.72
				08.08.2014	203	Transfer	1,33,432	1.72
				15.08.2014	20	Transfer	1,33,452	1.72
				13.09.2014	(3,128)	Transfer	1,30,324	1.68
				26.09.2014	(724)	Transfer	1,29,600	1.67
				03.10.2014	4340	Transfer	1,33,940	1.72
				14.11.2014	(42)	Transfer	1,33,898	1.72
				21.11.2014	(200)	Transfer	1,33,698	1.72
				19.12.2014	5,460	Transfer	1,39,158	1.79
				05.02.2015	(1,056)	Transfer	1,38,102	1.78
				13.03.2015	19,986	Transfer	1,58,088	2.04
				1,58,166	2.04	31.03.2015	78	Transfer
4.	Alchemy India Long-term Fund Ltd.	1,35,000	1.74	01.04.2014	No change during the year		1,35,000	1.74
		1,35,000	1.74	31.03.2015			1,35,000	1.74

Annexure to the Directors' Report (Contd.)

5.	M/s Jupiter South Asia Investment Co. Ltd. a/c Jupiter South Asia Investment Company	1,25,428	1.62	01.04.2014	-	-	1,25,428	1.62
				30.01.2015	606	Transfer	1,26,034	1.62
				05.02.2015	3,472	Transfer	1,29,506	1.67
				20.02.2015	1,985	Transfer	1,31,491	1.69
		1,31,491	1.69	31.03.2015	-	-	1,31,491	1.69
6.	Sarala Tulshan	99,645	1.28	01.04.2014	-	-	99,645	1.28
				02.05.2014	(50)	Transfer	99,595	1.28
				13.06.2014	(57,500)	Transfer	42,095	0.54
				30.06.2014	7,745	Transfer	49,840	0.64
				25.07.2014	(11)	Transfer	49,829	0.64
				15.08.2014	(65)	Transfer	49,764	0.64
				29.08.2014	(700)	Transfer	49,064	0.63
				26.09.2014	43,019	Transfer	92,083	1.19
				19.12.2014	4,762	Transfer	96,845	1.25
				13.03.2015	(20,088)	Transfer	76,757	0.99
		76,757	0.99	31.03.2015	-	-	76,757	0.99
7.	Veena K Jagwani	77,565	1.00	01.04.2014	-	-	77,565	1.00
				16.05.2014	(2,565)	Transfer	75,000	0.97
		75,000	0.97	31.03.2015	-	-	75,000	0.97
8.	Manoj Tulshan	68,901	0.89	01.04.2014	-	-	68,901	0.89
				25.04.2014	420	Transfer	69,321	0.89
				13.06.2014	(424)	Transfer	68,897	0.89
				30.06.2014	(1,329)	Transfer	67,568	0.87
				18.07.2014	632	Transfer	68,200	0.88
				25.07.2014	1,000	Transfer	69,200	0.89
				08.08.2014	(1,000)	Transfer	68,200	0.88
				15.08.2014	482	Transfer	68,682	0.88
				29.08.2014	(3,632)	Transfer	65,050	0.84
				05.09.2014	1,863	Transfer	66,913	0.86
				13.09.2014	(3,000)	Transfer	63,913	0.82
				26.09.2014	(3,000)	Transfer	60,913	0.78
				03.10.2014	2,969	Transfer	63,882	0.82
				17.10.2014	1,000	Transfer	64,882	0.84
				07.11.2014	(1,013)	Transfer	63,869	0.82
				14.11.2014	(780)	Transfer	63,089	0.81
				21.11.2014	797	Transfer	63,886	0.82
				05.12.2014	2,000	Transfer	65,886	0.85
				19.12.2014	111	Transfer	65,997	0.85
				31.12.2014	1,934	Transfer	67,931	0.87
				30.01.2015	(500)	Transfer	67,431	0.87
				05.02.2015	(1,000)	Transfer	66,431	0.86
				13.03.2015	26	Transfer	66,457	0.86
		67,732	0.87	31.03.2015	1,275	Transfer	67,732	0.87
9.	Seema Tulshan	40,000	0.52	01.04.2014	No change during the year		40,000	0.52
		40,000	0.52	31.03.2015			40,000	0.52
10.	Sajan Kumar Pasari	40,000	0.52	01.04.2014	No change during the year		40,000	0.52
		40,000	0.52	31.03.2015			40,000	0.52

Annexure to the Directors' Report (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel (KMP):								
Sl. No.	For each of the Directors and KMP	Shareholding		Increase / (Decrease) in Shareholding			Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of Total Shares of the Company	Date	No. of Shares	Reason	No. of Shares	% of Total Shares of the Company
1.	Mr T T Jagannathan Chairman	7,30,048*	9.400	01.04.2014	No change during the year		7,30,048*	9.400
		7,30,048*	9.400	31.03.2015			7,30,048*	9.400
2.	Mr T T Raghunathan Executive Vice Chairman / Chief Executive Officer	9,547*	0.123	01.04.2014	No change during the year		9,547*	0.123
		9,547*	0.123	31.03.2015			9,547*	0.123
3.	Mr R K Tulshan Director	220	0.003	01.04.2014	No change during the year		220	0.003
		220	0.003	31.03.2015			220	0.003
4.	Mr K Shankaran Director	247	0.003	01.04.2014	No change during the year		247	0.003
		247	0.003	31.03.2015			247	0.003
5.	Mr S Kalyanaraman Company Secretary	70	0.001	01.04.2014	No change during the year		70	0.001
		70	0.001	31.03.2015			70	0.001
6.	Mr B V K Durga Prasad Chief Financial Officer	—	—	01.04.2014	—		—	—
		—	—	31.03.2015			—	—
*Held in his individual capacity.								

V.	INDEBTEDNESS				(in Rs.)
Indebtedness of the Company including interest outstanding / accrued but not due for payment:					
Particulars		Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:					
(i)	Principal Amount	30,24,01,130	—	—	30,24,01,130
(ii)	Interest due but not paid	—	—	—	—
(iii)	Interest accrued but not due	—	—	—	—
Total (i)+(ii)+(iii)		30,24,01,130	—	—	30,24,01,130
Change in Indebtedness during the financial year:					
• Addition		12,06,11,071	—	—	12,06,11,071
• Reduction		2,00,00,000	—	—	2,00,00,000
Net Change		10,06,11,071	—	—	10,06,11,071
Indebtedness at the end of the financial year					
(i)	Principal Amount	40,30,12,201	—	—	40,30,12,201
(ii)	Interest due but not paid	—	—	—	—
(iii)	Interest accrued but not due	—	—	—	—
Total (i)+(ii)+(iii)		40,30,12,201	—	—	40,30,12,201

Annexure to the Directors' Report (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:		(in Rs.)		
Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr T T Raghunathan (Executive Vice Chairman) (01.04.2014–31.03.2015)	Mr K Vaidyanathan* (Executive Director) (01.04.2014–31.08.2014)	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43,58,385	20,35,000	63,93,385
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	6,53,058	6,26,293	12,79,351
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961	–	–	–
(2)	Stock Option	–	–	–
(3)	Sweat Equity	–	–	–
(4)	Commission	–	–	–
	• As % of Profit	–	–	–
	• Others, specify	35,81,956	–	35,81,956
(5)	Others, please specify (Productivity Incentive)	52,66,922	–	52,66,922
Total (A)		1,38,60,321	26,61,293	1,65,21,614
Ceiling as per the Act		Rs. 2,80,21,603 (Being 10% of the Net Profit of the Company calculated as per the Section 198 of the Companies Act, 2013)		
*Retired w.e.f. 01.09.2014				

B. Remuneration to Other Directors:							
(in Rs.)							
Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
(1)	Independent Directors	Dr K R Srimurthy	Mr B N Bhagwat	Dr (Mrs) Vandana R Walvekar	Mr Girish Rao	Mr R Srinivasan	
	• Fee for attending Board / Committee Meetings	55,000	45,000	15,000	15,000	15,000	1,45,000
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (1)	55,000	45,000	15,000	15,000	15,000	1,45,000
(2)	Other Non-Executive Directors	Mr T T Jagannathan	Mr R K Tulshan	Mr J Srinivasan	Mr K Shankaran	–	
	• Fee for attending Board / Committee Meetings	25,000	55,000	10,000	75,000	–	1,65,000
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (2)	25,000	55,000	10,000	75,000	–	1,65,000
Total (B) = (1) + (2)							3,10,000*
Total Managerial Remuneration (A) + (B)							1,68,31,614
Overall ceiling as per the Act		Rs. 3,08,23,763 (Being 11% of the Net Profit of the Company calculated as per the Section 198 of the Companies Act, 2013)					
* Exclusive of Service Tax							

Annexure to the Directors' Report (Contd.)

C. Remuneration to Key Managerial Personnel (KMP) other than MD / WTD / Manager:				(in Rs.)
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr S Kalyanaraman Company Secretary	Mr B V K Durga Prasad Chief Financial Officer	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	53,80,532	42,60,004	96,40,536
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	5,86,489	4,44,870	10,31,359
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961	—	—	—
(2)	Stock Option	—	—	—
(3)	Sweat Equity	—	—	—
(4)	Commission	—	—	—
	• As % of Profit	—	—	—
	• Others, specify	—	—	—
(5)	Others, please specify (Productivity Incentive)	—	—	—
Total		59,67,021	47,04,874	1,06,71,895

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

Place: Chennai
Date : May 21, 2015

For and on behalf of the Board
T T JAGANNATHAN
CHAIRMAN

Annexure to the Directors' Report (Contd.)

ANNEXURE-2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

CSR PHILOSOPHY AND POLICY:

The Company considers society as an important stakeholder and shall discharge its responsibilities to the society proactively. The activities or projects that will be undertaken by the Company shall include one or more of the following as may be recommended by the CSR Committee and approved by the Board of Directors:

- Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward Groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects.
- Slum area development.
- Such other projects as may be notified by the Government from time to time.

The Company shall give preference to various local areas and areas around which the Company is carrying out its activities.

Weblink: <http://www.ttkhealthcare.com/downloads/TTKHC-CSR-Policy.pdf>.

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

Name	Position
Mr T T Raghunathan	Chairman
Dr K R Srimurthy	Member
Mr K Shankaran	Member
Dr (Mrs) Vandana R Walvekar	Member

3. **Average Net Profit of the Company for the last three financial years:**

Average Net Profit for the last three financial years 2011-12, 2012-13 and 2013-14 – Rs.21.61 crores

4. **Prescribed CSR Expenditure (2% of the amount as in Item 3 above)**

The Company is required to spend Rs.43.22 lakhs towards CSR activities.

Annexure to the Directors' Report (Contd.)

5. Details of CSR spent during the financial year:

- (a) Total amount to be spent for the financial year: **Rs.43.22 lakhs**
- (b) Amount unspent, if any: **NIL**
- (c) Manner in which the amount spent during the financial year is detailed below:

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 (Rs. in lakhs)	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads (Rs. in lakhs)	Cumulative expenditure upto the reporting period (Rs. in lakhs)	Amount spent: Direct or through implementing agency (Rs. in lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Purchase of Haemodialysis Machines	Medical	Chennai, Tamil Nadu	12.00	(1) 12.00 (2) –	12.00	12.00
2.	Project relating to animal welfare, protection of flora and fauna, ecological balance, etc.	Environment	Bandipur, Chamrajnagar, Karnataka	5.00	(1) 5.00 (2) –	5.00	5.00
3.	Extending education and preventive medical treatment to the underdeveloped sections of the Society	Medical & Education	Anaikatti, Coimbatore, Tamil Nadu	10.00	(1) 10.00 (2) –	10.00	10.00
4.	Extending financial assistance in the form of scholarships / outright grants to deserving people, for meeting educational and medical expenses	Medical & Education	Chennai, Tamil Nadu	17.00	(1) 17.00 (2) –	17.00	17.00
TOTAL AMOUNT = Rs.44.00 lakhs							

Details of Implementing Agency:

1. Nandalala Medical Foundation, Chennai 600 004
2. Junglescapes, Bangalore 560 038
3. Bhuvana Foundation, Chennai 600 004
4. Sri Venkateswara Trust, Chennai 600 086

6. In case the Company has failed to spend the 2% 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:

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:

Responsibility Statement of the CSR Committee

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

T T Raghunathan
Executive Vice Chairman &
Chairman, CSR Committee

Annexure to the Directors' Report (Contd.)

ANNEXURE-3

FORM NO.AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of Contract / Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

Sl. No.	Particulars	Details
(a)	Name(s) of the Related Party and nature of relationship	Not Applicable
(b)	Nature of contracts / arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in General Meeting as required under first provision to Section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

Sl. No.	Particulars	Details											
(a)	Name(s) of the Related Party and nature of relationship	TTK Prestige Limited			TTK Protective Devices Limited		T T Krishnamachari & Co.			Pharma Research & Analytical Laboratories		Packwell Packaging Products Ltd.	Mr T T Lakshman General Manager- Projects (Foods Division)
		Four of the Directors as Directors			Three of the Directors as Directors		Two of the Directors as Partners			One of the Directors and wife of one of the Directors as Partners		Two of the Directors as Shareholders	Son of the Chairman of the Company
(b)	Nature of contracts/ arrangements / transactions	Sale of Goods	Purchase of Promotional Items / Others	Receipt of Lease Rent	Purchase of Finished Goods	Receipt of Rent	#Payment of Logo Charges	#Payment of Depot Service Charges	Payment of Rent	#Payment of charges for Testing and Analytical Services	Receipt of Rent	Payment of Rent	Employee – Payment of Salary
(c)	Duration of the contracts / arrangements / transactions	As and when need arises		01.04.1999 to 31.03.2029	01.07.2011 to 30.06.2016	01.04.1994 to 30.09.2014	01.11.2012 to 31.10.2017	09.08.2013 to 08.08.2018	01.09.2010 to 31.03.2015	01.07.2014 to 30.06.2019	01.03.2014 to 29.02.2016	01.06.2012 to 31.05.2017	w.e.f. 03.05.2010
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	As mutually agreed based on prevailing trade practices		Rs.100/- p.m.	As per Distribution Agreement with around 15% Gross Margin & 75 days credit period	As per Rental Agreement	½ % of Sales for using their monogram "ttk"	Around 3% of Sales for availing their services as Clearing & Forwarding Agents.	As per rental Agreement	Monthly lumpsum payment with an appropriate increase every year	As per Rental Agreement	As per Rental Agreement	As per the terms of appointment
	Value (Rs.)	8,90,618	1,30,81,256	1,344	25,70,58,803	2,35,980	2,53,45,104	4,08,10,678	40,75,298	52,75,302	2,69,664	7,41,576	26,25,040
(e)	Date(s) of approval by the Board, if any	22.08.2014	22.08.2014	22.08.2014	24.05.2011	22.08.2014	22.05.2012	01.02.2013	22.08.2014	05.02.2014	22.08.2014	22.08.2014	30.06.2009
(f)	Amount paid as advance, if any (Rs.)	–	–	–	–	–	–	–	20,00,000	–	–	5,50,000	–

Central Government approval in place.

For and on behalf of the Board

Place: Chennai
Date : May 21, 2015T T JAGANNATHAN
CHAIRMAN

Annexure to the Directors' Report (Contd.)

ANNEXURE-4

Form No.MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To
The Members,
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31.03.2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **TTK HEALTHCARE LIMITED** for the financial year ended on **31.03.2015**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company has no overseas direct investment and External commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (vi) With respect to the other laws applicable to the Company as stated in **Annexure B**, based on the written representations received from the officials/executives of the Company, I state that there are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance of such applicable laws, rules, regulations and guidelines.

I report that, the provisions of the following regulations are not applicable to the Company:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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 Listing Agreements entered into by the Company with BSE Limited (BSE) and Madras Stock Exchange Limited (MSE).

The Board of Directors of the Company at their meeting held on 22.08.2014 approved the proposal for delisting the Equity Shares of the Company from Madras Stock Exchange Limited (MSE), consequent to the voluntary de-recognition and exit of MSE as per the Circular dated 30th May, 2012 issued by Securities and Exchange Board of India (SEBI).

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-

- (a) 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.
- (b) 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.
- (c) Majority decision was carried through while there were no dissenting members.

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

I further report that during the audit period the Company has-

- (i) Submitted a Company Petition to the Hon'ble High Court of Madras, for approval of Scheme of Amalgamation of TTK Protective Devices Limited (TTKPD) (formerly known as TTK-LIG Limited) and its Wholly Owned Subsidiary TSL Techno Services Limited (TSL) with the Company.

I further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 for disposal of undertaking.
- (iv) Foreign technical collaborations.

Place: Chennai
Date: 14.05.2015

R. Balasubramaniam
Practicing Company Secretary
FCS No. 2397 / C. P. No. 1340

This report is to be read with our letter of even date which is annexed as Annexure "A" and "B" and both the Annexures form an integral part of this report.

Annexure to the Directors' Report (Contd.)

ANNEXURE - A

To
The Members
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

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

- (1) Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- (5) The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our 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.

Place: Chennai
Date: 14.05.2015

R. Balasubramaniam
Practicing Company Secretary
FCS No. 2397 / C. P. No. 1340

ANNEXURE - B

To
The Members
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

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

The internal system followed / adopted by the Company ensures the compliance of the provisions of the following acts, rules, regulations and guidelines:

- (a) The Factories Act, 1948
- (b) Employees State Insurance Act, 1948
- (c) The Employees' Provident Fund and Misc. Provisions Act, 1952 and other labour related laws
- (d) Income Tax Act, 1961
- (e) Drugs and Cosmetics Act, 1940 and Rules
- (f) Prevention of Food Adulteration Act, 1954
- (g) The Central Excise Act, 1944
- (h) Central Sales tax Act, 1956
- (i) Finance Act, 1994 – Service Tax
- (j) The Environment (Protection) Act, 1986
- (k) The Water (Prevention and Control of Pollution) Act, 1974
- (l) The Air (Prevention and Control of Pollution) Act, 1981
- (m) Legal Metrology Act 2009 along with Packed Commodities Rules, 2011
- (n) Indian Boilers Act 1923 along with amended Act, 2007
- (o) Chennai City Municipal Corporation Act, 1919
- (p) Hazardous Wastes (Management & Handling) Rules 1989 as amended in 2000 & 2003
- (q) Hazardous Wastes (Management, Handling & Trans-boundary Movement) Rules, 2008
- (r) The Petroleum Act 1934 with Rules 2002
- (s) Indian Electricity Act and Rules, 2003
- (t) The Batteries (Management and Handling) Rules, 2001

Place: Chennai
Date: 14.05.2015

R. Balasubramaniam
Practicing Company Secretary
FCS No. 2397 / C. P. No. 1340

Annexure to the Directors' Report (Contd.)

ANNEXURE-5

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

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 for the financial year ended 31st March, 2015:

(A) Conservation of Energy:					
(i) Steps taken or impact on conservation of energy:		Majority of the Company's operations are not power-intensive except the Foods Manufacturing operations. Further, your Company outsources most of its products from Third Party Manufacturers. Nevertheless, steps are initiated to achieve possible improvements with reference to energy conservation. Your Company has recently commissioned Briquette-based Boiler at Foods Division factory at Hosakote for reducing the fuel cost (at an investment of around Rs.62 lakhs). Similar Boiler is also being put up at its new facility at Jaipur.			
(ii) Steps taken by the Company for utilizing alternate sources of energy:					
(iii) Capital Investment on energy conservation equipments:					
(B) Technology Absorption:					
(i) Efforts made towards technology absorption:		The technology relating to manufacture of Heart Valves and Orthopaedic Implants have been fully absorbed over the years. Further, a few new products have also been developed under Orthopaedic Segment. Efforts are also made to improve the various production processes. Under the Pharma and Foods Divisions, a number of new products have been developed and launched utilizing the in-house R&D expertise / infrastructure.			
(ii) 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) Details of technology imported (b) 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		Not Applicable			
(iv) Expenditure incurred on Research and Development					
				2014 – 15	2013 – 14
				Rs.	Rs.
(a) Capital				–	4,17,188
(b) Recurring				48,19,971	58,08,954
(c) Total				48,19,971	62,26,142
(d) % of R&D expenses to sales				0.10%	0.15%
(C) Foreign Exchange Earnings and Outgo:					
(i) Actual Inflows:				2014-15	2013-14
(ii) Actual Outflows:				Rs.	Rs.
		Foreign Exchange Earnings:			
		Exports (FOB)		3,31,62,397	3,29,05,002
		Total		3,31,62,397	3,29,05,002
		Foreign Exchange Outgo:			
		• Imports			
		- Raw Materials		2,01,83,654	4,74,85,972
		- Capital Goods		9,21,27,216	1,05,34,061
		- Spares		1,30,395	2,94,569
		• Royalty, Consultancy, Product Registration/ Promotion Expenses, Travelling, etc.		1,81,72,161	48,86,583
		Total		13,06,13,426	6,32,01,185

Place: Chennai
Date : May 21, 2015

For and on behalf of the Board
T T JAGANNATHAN
CHAIRMAN

Annexure to the Directors' Report (Contd.)

ANNEXURE-6

Disclosure as per Section 197 of the Companies Act, 2013 and Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

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

Mr T T Raghunathan Executive Vice Chairman	Mr K Vaidyanathan Executive Director (upto 31.08.2014)
1 : 65	1 : 30

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

Name	Designation	Cost-to-Company (CTC) (Rs.)	% Increase / (Decrease) in CTC
Mr T T Raghunathan	Executive Vice Chairman	1,38,60,321	34%
Mr K Vaidyanathan	Executive Director	26,61,293*	—
Mr S Kalyanaraman	Director & Secretary	59,67,021	—
Mr B V K Durga Prasad	Chief Financial Officer	47,04,874	—

*Retired w.e.f. 01.09.2014

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

Around 14% (Excluding Unionized employees).

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

1809 employees.

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

The Company's Profit after Tax (PAT) has grown from Rs.12.39 crores to Rs.16.16 crores, an increase of 30% against which the average increase in remuneration is 14% and this increase is in line with the Remuneration Policy of the Company.

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

The remuneration of Key Managerial Personnel for the year 2014-15 amounted to Rs.245.32 lakhs as against the profit after tax of Rs.1615.52 lakhs. The compensation packages of the Key Managerial Personnel are commensurate with the qualification, experience and performance of the Managerial Personnel and in line with the industry practices.

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

Date	Issued Capital	Closing Market Price Per Share (Rs.)	EPS (Rs.)	PE Ratio	Market Capitalization (Rs. in crores)
31.03.2014	77,65,983	523.50	15.95	32.82	406.55
31.03.2015	77,65,983	930.00	20.80	44.71	722.24
Increase / (Decrease)	—	406.50	4.85	11.89	315.69
% of Increase / (Decrease)	—	77.65%	30.41%	36.23%	77.65%
Issue price of the share at the last Public Offer (IPO)	—	10.00	—	—	—
Increase in Market price as on 31.03.2015 as compared to Issue price of IPO	—	920.00	—	—	—
Increase in %	—	9200%	—	—	—

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

Average increase in remuneration is around 15% for Employees other than Managerial Personnel and around 13% for Managerial Personnel.

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

Name	Designation	Cost-to-Company (CTC) (31.03.2015) (Rs.)	% Increase in CTC	PAT (Rs. in crores)	% Increase in PAT
Mr T T Raghunathan	Chief Executive Officer	1,38,60,321	34%	16.16	30%
Mr S Kalyanaraman	Company Secretary	59,67,021	—		
Mr B V K Durga Prasad	Chief Financial Officer	47,04,874	—		

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

Except for Mr T T Raghunathan, Executive Vice Chairman and Mr K Vaidyanathan, Executive Director (upto 31.08.2014), the other Directors of the Company were paid only sitting fees.

The variable component of remuneration is paid in the form of Commission / Productivity Incentive to Mr T T Raghunathan, as per the Remuneration Policy of the Company, as approved by the Board of Directors and the shareholders.

Annexure to the Directors' Report (Contd.)

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

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

Statement showing the details of Employees of the Company as per Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i)	Name of the Employee	Mr T T Raghunathan		
(ii)	Designation of the employee	Executive Vice Chairman		
(iii)	Remuneration received	Rs.1,38,60,321		
(iv)	Nature of employment, whether contractual or otherwise	Contractual Employment – 5 years		
(v)	Qualifications and experience of the employee	B.Com. with 43 years of experience.		
(vi)	Date of commencement of employment	01.11.2001		
(vii)	Age of the employee	63 years		
(viii)	Last employment held by such employee before joining the Company	Managing Director, TTK Tantex Limited		
(ix)	Percentage of Equity Shares held by the Employee in the Company		No. of Shares	% of Total Shares
		In his own capacity	9,547	0.12
		Held jointly with Mr T T Jagannathan in his capacity as Partner of M/s T T Krishnamachari & Co.	41,44,085	53.36
		Held by his wife	56,000	0.72
(x)	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	Brother of Mr T T Jagannathan, Chairman		

Place: Chennai
Date : May 21, 2015

For and on behalf of the Board
T T JAGANNATHAN
CHAIRMAN

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

In line with the tradition of the **TTK Group**, the Board of Directors of TTK Healthcare Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe the best corporate governance practices which *inter alia* include transparency, accountability and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the Company continues to follow fair business and organizational practices to fulfill the mission of Quality Products at affordable prices and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond statutory requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

BOARD OF DIRECTORS:

Composition and Category of Directors:

The Board consists of ten Directors. The composition of the Board conforms to Clause 49 of the Listing Agreement, as per the details given below:

Category		Name of Director / Position
Promoter	Non-Executive	Mr T T Jagannathan / Chairman
	Executive	Mr T T Raghunathan / Executive Vice Chairman
Non-Independent	Non-Executive	Mr R K Tulshan
		Mr K Shankaran
		Mr S Kalyanaraman / Director & Secretary
Independent	Non-Executive	Dr K R Srimurthy
		Mr B N Bhagwat
		Dr (Mrs) Vandana R Walvekar
		Mr Girish Rao
		Mr S Balasubramanian

Mr T T Jagannathan is the brother of Mr T T Raghunathan.

Board Meetings held during the year 2014-15:

The Board of the Company met five times during the financial year ended 31st March, 2015, on the following dates:

- 27th May, 2014
- 1st August, 2014
- 22nd August, 2014
- 4th November, 2014
- 21st January, 2015

The Company placed before the Board the Annual Plans and Budget, Capital Budget, Performance of the various Divisions, Unaudited Quarterly Financial Results, Audited Annual Financial Results and various other information / details, as specified under Annexure X of the Listing Agreement, from time to time.

Attendance of each Director at the Board Meetings and the last AGM:

Name of the Director	Date of the Board Meetings and Attendance					Date of the last AGM & Attendance
	27.05.2014	01.08.2014	22.08.2014	04.11.2014	21.01.2015	22.08.2014
Mr T T Jagannathan	✓	✓	✓	✓	✓	✓
Mr T T Raghunathan	✓	✓	✓	✓	✓	✓
Mr R K Tulshan	✓	✓	✓	✓	✓	✓
Dr K R Srimurthy	✓	LOA	✓	✓	✓	✓

Mr B N Bhagwat	LOA	✓	✓	✓	✓	✓
Mr K Shankaran	✓	✓	✓	✓	✓	✓
Dr (Mrs) Vandana R Walvekar	N.A.	N.A.	✓	LOA	✓	✓
Mr Girish Rao	N.A.	N.A.	✓	✓	LOA	✓
Mr S Balasubramanian	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr S Kalyanaraman	N.A.	N.A.	N.A.	✓	✓	N.A.
Mr J Srinivasan (Retired w.e.f. 22.08.2014)	✓	✓	N.A.	N.A.	N.A.	✓
Mr K Vaidyanathan (Retired w.e.f. 01.09.2014)	LOA	LOA	LOA	N.A.	N.A.	LOA
Mr R Srinivasan (Retired w.e.f. 31.03.2015)	✓	LOA	✓	LOA	✓	✓

LOA - Leave of absence N.A. - Not applicable

Details of Other Directorships and Committee Member / Chairmanships held are as follows:

Name of the Director	No. of Other Directorships & Committee Member / Chairmanships		
	Other Directorships	Committee Memberships	Committee Chairmanships
Mr T T Jagannathan	4	—	—
Mr T T Raghunathan	4	—	—
Mr R K Tulshan	2	—	—
Dr K R Srimurthy	—	—	—
Mr B N Bhagwat	—	—	—
Mr K Shankaran	1	1	—
Dr (Mrs) Vandana R Walvekar	1	—	—
Mr Girish Rao	2*	—	—
Mr S Balasubramanian	7	6	3
Mr S Kalyanaraman	1	—	—

*Include Directorship of one Overseas Entity.

Notes:

- Other Directorships do not include Private Companies.
- Chairmanship / Membership of the Audit Committee and the Stakeholders Relationship Committee alone was considered for the purpose of reckoning the limit of Chairmanship / Membership of the Board level Committees.
- None of the Directors is a member of more than 10 Board-level Committees of Public Companies or is a Chairman of more than 5 such Committees.

Separate Meetings of Independent Directors:

As stipulated under Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, separate meetings of the Independent Directors were held on 21st January, 2015 and 27th April, 2015. Amongst other matters, they reviewed the performance of Non-Independent Directors and the Board as a whole; reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Induction and Training of Board Members:

The Company has the following process for induction and training of Board Members:

- (a) Discussing with Independent Directors and ascertaining their further training / updating needs and arranging programmes outside the Company and arranging presentation by experts in the field. For instance, one of the

Report on Corporate Governance (Contd.)

Directors has attended the Directors Training Programme conducted by the Institute of Company Secretaries of India.

- (b) A detailed induction programme is in place to familiarize the new directors of the entire operations of the Company. The programme includes presentations by various business / functional heads.
- (c) A calendar is in place for taking the directors to the various manufacturing units of the Company.

Evaluation criteria of the Board's Performance:

During the year under review, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance at Board Meetings and General Meetings; participation in Board proceedings; independence and candidness shown at meetings; clarity and objectiveness in expressing views at meetings; awareness of governance code, compliance requirements, risk framework, etc.; interactions with other Directors / Senior Management during and outside meetings; keenness to continuously familiarize with the industry and the Company; etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the outcome of the evaluation, which reflected the overall engagement of the Board and its Committees with the Company.

AUDIT COMMITTEE:

Terms of Reference:

As per the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the brief terms of reference of the Audit Committee of the Company, *inter alia* include-

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.

Composition, Name of the Members and Chairperson:

The Audit Committee of the Company was reconstituted on 22nd August, 2014, in line with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Name of Director	Position	Category
Mr Girish Rao	Chairman	Non-Promoter / Non-Executive / Independent
Mr B N Bhagwat	Member	Non-Promoter / Non-Executive / Independent
Dr K R Srimurthy	Member	Non-Promoter / Non-Executive / Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Mr S Kalyanaraman	Secretary	-

Meetings and Attendance:

During the year under review, the Committee met five times. The details of the meetings and the attendance of the members are provided below:

Name of Director	Date of the Meetings and Attendance				
	27.05.2014	01.08.2014	22.08.2014	04.11.2014	20.01.2015
Mr Girish Rao	N.A.	N.A.	N.A.	✓	LOA
Mr B N Bhagwat	LOA	✓	✓	✓	✓
Dr K R Srimurthy	✓	LOA	✓	✓	✓
Mr K Shankaran	✓	✓	✓	✓	✓
Mr R K Tulshan (Chairman upto 22.08.2014)	✓	✓	✓	N.A.	N.A.

LOA - Leave of absence N.A. - Not applicable

The Audit Committee Meetings were also attended by the Statutory / Cost / Internal Auditors, wherever necessary.

NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference:

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, which *inter alia*, include-

- Formulation of 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Composition, Name of Members and Chairperson:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the existing Remuneration Committee was renamed as Nomination & Remuneration Committee on 22nd August, 2014.

Name of Director	Position	Category
Mr B N Bhagwat	Chairman	Non-Promoter / Non-Executive / Independent
Mr R K Tulshan	Member	Non-Promoter / Non-Executive / Non-Independent
Dr K R Srimurthy	Member	Non-Promoter / Non-Executive / Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Mr S Kalyanaraman	Secretary	---

Report on Corporate Governance (Contd.)

Meeting and Attendance:

During the year under review, the Committee met once, as detailed below, to consider and recommend to the Board the appointment of Independent Directors and to adopt the Policy relating to selection, remuneration and evaluation of Directors and Senior Management, as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

Name of Director	Date of the Meeting and Attendance
	20.01.2015
Mr B N Bhagwat	✓
Mr R K Tulshan	✓
Dr K R Srimurthy	✓
Mr K Shankaran	✓

Remuneration Policy:

Your Company adopted a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy was made available on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-Remuneration-Policy.pdf>.

Details of remuneration to all the Directors:

The details of remuneration paid to the Wholtime Directors for the year 2014-15 are as follows:

Particulars of Remuneration	Mr T T Raghunathan Executive Vice Chairman	Mr K Vaidyanathan* Executive Director
Salary (Rs.)	24,00,000	10,00,000
Benefits:		
HRA & Other Allowances (Rs.)	15,04,323	9,16,666
Contribution to PF & Other Funds (Rs.)	8,03,465	—
Bonus / Commission (Rs.)	35,81,956	—
Fixed Component Performance Linked Incentives	—	—
Performance Linked Incentives along with Performance Criteria (Rs.)	52,66,922	—
Performance Criteria	Productivity Linked	—
Others (Rs.)	3,03,655	7,44,627
Service Contracts	5 years (w.e.f. 01.11.2011)	2 years (w.e.f. 01.07.2013)
Notice Period	6 months	3 months
Severances Fees	—	—
Pension	—	—
Total (Rs.)	1,38,60,321	26,61,293

*Mr Vaidyanathan retired from the office of Director/Executive Director w.e.f. 01.09.2014.

The Company currently does not have Stock Options Scheme.

The managerial remuneration paid to the Wholtime Directors of the Company is in line with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013.

The Company paid Sitting Fees of Rs.5,000/- per meeting attended (Both Board Meetings & Committee Meetings) to each of the Non-Executive Directors during the year 2014-15. No other payment is made to the Non-Executive Directors.

The details of the shares held by the Non-Executive Directors in the Company are furnished below:

(1)	Mr T T Jagannathan	-	7,30,048 Equity Shares
(2)	Mr R K Tulshan	-	220 Equity Shares
(3)	Mr K Shankaran	-	247 Equity Shares
(4)	Mr S Kalyanaraman	-	70 Equity Shares

STAKEHOLDERS RELATIONSHIP COMMITTEE:**Composition, Name of Members and Chairperson:**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the existing Shareholders / Investors Grievance Committee was renamed as Stakeholders Relationship Committee and reconstituted on 22nd August, 2014, as detailed below:

Name of Director	Position	Category
Mr K Shankaran	Chairman	Non-Promoter / Non-Executive / Non-Independent
Mr R K Tulshan	Member	Non-Promoter / Non-Executive / Non-Independent
Mr Girish Rao	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	—

Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr S Kalyanaraman	Director & Secretary

Details of Shareholders' Complaints received during the year 2014-15:

Nature of Complaints	Complaints received during the year 2014-15	Not solved to the satisfaction of the Shareholders	Pending Complaints
Non-receipt of Dividends	1	NIL	N.A.
Non-receipt of Shares sent for transfer/transmission	NIL	N.A.	N.A.
Non-receipt of Annual Report	NIL	N.A.	N.A.
Others	NIL	N.A.	N.A.
Total	1	NIL	N.A.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**Terms of reference:**

The brief terms of reference are as per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, include-

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- Recommendation of the amount of expenditure to be incurred on the activities referred to above.
- Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

Composition, Name of Members and Chairperson:

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, the Corporate Social Responsibility

Report on Corporate Governance (Contd.)

Committee was constituted on 22nd August, 2014, as detailed below:

Name of Director	Position	Category
Mr T T Raghunathan	Chairman	Promoter / Executive / Non-Independent
Dr K R Srimurthy	Member	Non-Promoter / Non-Executive / Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Dr (Mrs) Vandana R Walvekar	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	–

Meeting and Attendance:

During the year under review, the Committee met twice, to consider and recommend to the Board the Corporate Social Responsibility Policy, in line with Schedule VII to the Companies Act, 2013, to determine the amount to be spent towards CSR activities for the year 2014-15 and also to approve the various proposals / projects eligible for contribution under the CSR Policy of the Company.

Name of Director	Date of the Meeting and Attendance	
	04.11.2014	21.01.2015
Mr T T Raghunathan	✓	✓
Dr K R Srimurthy	✓	✓
Mr K Shankaran	✓	✓
Dr (Mrs) Vandana R Walvekar	LOA	✓

LOA - Leave of absence

Corporate Social Responsibility (CSR) Policy:

Your Company adopted a Policy relating to Corporate Social Responsibility in accordance with the provisions of Section 135 of and Schedule VII to the Companies Act, 2013 and the Rules made thereunder. The said Policy was made available on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-CSR-Policy.pdf>.

GENERAL BODY MEETINGS:

Location and Time of the last three AGMs held:

The location and time of the Annual General Meetings held during the last 3 years are as follows:

Year	Date	Time	Venue	No. of Special Resolutions passed
2012	13 th August, 2012	11.00 a.m.	The Music Academy Kasturi Srinivasan Hall (Mini Hall) New No.168, (Old No.306), TTK Road, Chennai 600 014	1
2013	25 th July, 2013	11.00 a.m.	The Music Academy Kasturi Srinivasan Hall (Mini Hall) New No.168, (Old No.306), TTK Road, Chennai 600 014	1
2014	22 nd August, 2014	10.15 a.m.	The Music Academy Kasturi Srinivasan Hall (Mini Hall) New No.168, (Old No.306), TTK Road, Chennai 600 014	3

Passing of Special Resolutions through Postal Ballot :

No Special Resolutions were passed through Postal Ballot during the year 2014-15.

Passing of Special Resolutions through Postal Ballot, during the year 2015-16:

There is no such proposal as of now. In case, any special resolution needs to be passed through Postal Ballot, during the year 2015-16, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules thereunder will be complied with.

DISCLOSURES:

Related Party Disclosure:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the key managerial personnel or their relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Policy as approved by the Board is uploaded on the Company's website at <http://www.ttkhealthcare.com/corporate/TTKHC-Policy-on-RPT.pdf>.

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure 3 (Page No.22) to the Directors' Report.

The particulars of transactions between the Company and its related parties as per Accounting Standard 18 (AS-18) are set out in Page No.60 of this Annual Report.

Accounting Treatment:

In the preparation of financial statements, generally accepted accounting principles and policies were followed. The Mandatory Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 were followed in the preparation of financial statements.

Remuneration of Directors:

There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year.

The details of remuneration paid to Executive and Non-Executive Directors and the Shareholdings of Non-Executive Directors are furnished in Page No.18 & 30 of this Annual Report.

Management Discussion and Analysis Report:

This Management Discussion and Analysis Report is furnished in Page No.6 of this Annual Report.

Report on Corporate Governance (Contd.)

Particulars of Directors Seeking Appointment / Re-Appointment:

(a) Mr R K Tulshan:

Mr R K Tulshan retires by rotation and is eligible for re-appointment.

Mr Tulshan is a Commerce Graduate. He has an experience of nearly three decades in Business and has been a Director of the Company for the last 30 years.

He is also a Director on the Board of the following Companies:

- Lotus Cine Private Ltd.
- Kanishka Enterprises Ltd.
- Rajiv Investments (India) Pvt. Ltd.
- ISO-Therm Cargo Products Pvt. Ltd.
- Varun Eximp Pvt. Ltd.
- Grand Slam Overseas Pvt. Ltd.
- Tirupati Ceramics Ltd.
- Microgenetics Systems Pvt. Ltd.

He does not hold any Committee Membership in these Companies.

He is actively involved in Rotary activities and is the Past President of the Rotary Club of New Delhi.

He is the Member of the Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company.

He holds 220 Equity Shares in the Company.

He is not related to any other Directors or Key Managerial Personnel or their relatives.

(b) Mr S Kalyanaraman

Mr S Kalyanaraman was co-opted as an Additional Director with effect from 1st September, 2014.

Pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr Kalyanaraman vacates his office at the ensuing Annual General Meeting.

Mr Kalyanaraman holds a Bachelor Degree in Commerce from Pune University and is a Gold Medalist. He is an Associate Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.

He has nearly three decades of experience in the areas of Finance, Accounts, Costing, Internal Audit, Corporate Law and Commercial.

He joined the TTK Group in the year 1987 and has been serving the Company as Wholtime Secretary since 1993.

He is also a Director on the Board of Packwell Packaging Products Limited and does not hold any Committee Membership in that Company.

He does not hold any Committee Chairmanship / Membership of the Company also.

He holds 70 Equity Shares in the Company.

He is not related to any other Directors or Key Managerial Personnel or their relatives.

Non-Compliances by the Company:

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years and hence no penalties or strictures were imposed by SEBI, the Stock Exchanges or any statutory authorities.

Whistle Blower Policy:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee / Executive Vice Chairman in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy is available on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-Whistle-Blower-Policy.pdf>.

Code of Conduct - Directors & Senior Managers of the Company:

The Board of Directors has laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct has also been posted on the website of the Company <http://www.ttkhealthcare.com/downloads/codeofconduct.pdf>.

A report on the compliance aspect of the Code of Conduct given by the Executive Vice Chairman has been given at Page No.36 of this Annual Report.

Code of Conduct for prevention of Insider Trading

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of your Company has adopted a Code of Conduct for prevention of Insider Trading. This Code of Conduct is applicable to all designated persons as defined in the said policy who are expected to have access to unpublished price sensitive information relating to the Company. The said Code of Conduct has also been posted on the website of the Company <http://www.ttkhealthcare.com/downloads/TTKHC-COC-PIT.pdf>.

Further, the Board of Directors of your Company also formulated and published on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Compliance of Mandatory / Non-Mandatory Requirements:

(a) Mandatory Requirements:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Clause 49 of the Listing Agreement with the Stock Exchange.

(b) Non-Mandatory Requirements:

The details are furnished under the heading "Non-Mandatory Requirements" in Page No.35 of this Annual Report.

Subsidiary Company:

The Company does not have any Subsidiary Company.

Board Disclosure – Risk Management

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Report on Corporate Governance (Contd.)

Your Company has a risk identification and management framework appropriate to the size of your Company and the environment under which it operates.

Your Company has also engaged the services of an international consultant for further fine tuning the Risk Management framework of the Company.

Reconciliation of Share Capital Audit:

Audits were conducted on a quarterly basis by M/s Mahesh Associates, Chennai, Practising Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the Depositories and relevant certificates were submitted to BSE Limited within the prescribed time limit. As on 31st March, 2015, there was no difference between the issued and listed capital and the aggregate of shares held by investors both in physical form and in electronic form with the Depositories. 72,86,093 Equity Shares representing 93.82% of the Paid-up Equity Capital have been dematerialized as on 31st March, 2015.

MEANS OF COMMUNICATION:

- The Unaudited Financial Results for every Quarter and the Annual Audited Financial Results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchanges.
- The same are published, within 48 hours, in "Business Standard" and "Makkal Kural".
- The Quarterly / Annual Results are also put on the Company's website at <http://www.ttkhealthcare.com/corporate/financial.htm>.
- All the Official news releases are disseminated on the website of the Company.
- The presentations made to institutional investors or to the analysts are posted on the website of the Company.

GENERAL SHAREHOLDERS INFORMATION:

(a) Date, Time and Venue of the Annual General Meeting:

Date : 7th August, 2015
 Day : Friday
 Time : 10.15 a.m.
 Venue : The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014

(b) Particulars of Financial Calendar:

Financial Year : April – March
 Unaudited First Quarter Results : By 14th August
 Unaudited Second Quarter Results : By 14th November
 Unaudited Third Quarter Results : By 14th February
 Audited Annual Results : By 30th May

(c) Date of Book Closure : 3rd August, 2015 to 7th August, 2015 (Both days inclusive)

(d) Dividend Payment Date : 27th August, 2015

(e) Listing on Stock Exchanges:

Your Company's shares are listed with BSE Limited (BSE), Mumbai.

(Your Company's shares were delisted from Madras Stock Exchange Limited (MSE) with effect from 24th December, 2014, consequent to the voluntary de-recognition and exit of MSE as per the Circular dated 30th May, 2012 issued by SEBI).

(f) Stock Code : BSE - 507747

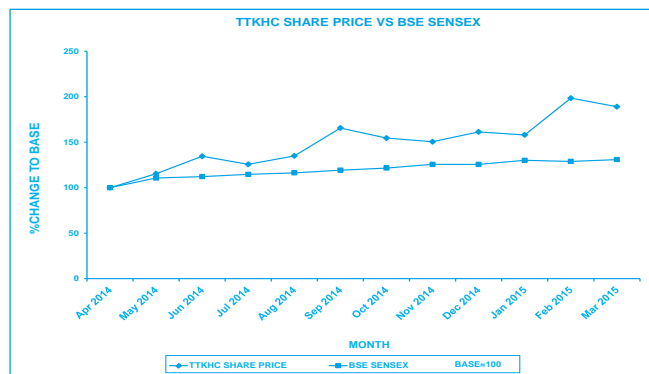
Demat Arrangement with NSDL and CDSL: ISIN - INE910C01018

(g) Market Price Data:

Month	BSE (2014-15)			BSE (2013-14)		
	High	Low	Volume	High	Low	Volume
	Rs.	Rs.	No. of Shares	Rs.	Rs.	No. of Shares
April	563.45	507.00	31,821	504.75	399.00	3,46,743
May	650.00	499.05	84,299	663.40	485.35	10,55,723
June	758.00	556.10	2,39,063	568.60	480.30	2,12,299
July	708.00	611.00	64,906	647.00	495.00	3,33,119
August	760.00	586.00	1,54,799	564.00	414.70	1,05,820
September	932.85	707.00	2,45,987	525.00	451.00	66,083
October	870.80	723.50	50,489	547.55	493.55	1,05,965
November	848.00	710.00	49,398	567.00	440.00	1,15,207
December	908.80	750.00	91,708	561.90	460.00	1,29,782
January	890.00	781.65	56,310	564.00	491.05	60,591
February	1,118.00	850.00	76,245	523.90	450.00	74,853
March	1,065.00	875.25	26,804	569.90	471.10	58,257

(h) Stock Performance Vs BSE Sensex:

Month	TTK Share Price (in Rs.)	% to Base	BSE Sensex	% to Base
	(High)		(High)	
April 2014	563.45	100	22,939.31	100
May 2014	650.00	115	25,375.63	111
June 2014	758.00	135	25,725.12	112
July 2014	708.00	126	26,300.17	115
August 2014	760.00	135	26,674.38	116
September 2014	932.85	166	27,354.99	119
October 2014	870.80	155	27,894.32	122
November 2014	848.00	151	28,822.37	126
December 2014	908.80	161	28,809.64	126
January 2015	890.00	158	29,844.16	130
February 2015	1,118.00	198	29,560.32	129
March 2015	1,065.00	189	30,024.74	131



Report on Corporate Governance (Contd.)

(i) Registrars & Share Transfer Agents:

M/s Data Software Research Co. Pvt. Ltd.

No.19, Pycrofts Garden Road,
Off. Haddows Road, Nungambakkam
Chennai 600 006
Tel : (91) (44) 28213738
(91) (44) 28214487
Fax: (91) (44) 28214636

(j) Share Transfer System:

- In compliance of SEBI requirement, Share Transfers are entertained, both under Demat Form and Physical Form.
- Share Transfers in respect of physical shares are normally effected within a maximum of 15 days from the date of receipt, if all the required documentation is complete in all respects.
- Also the Company has made arrangements for simultaneous dematerialization of Share Certificate(s) lodged for transfer, subject to the regulations specified by SEBI in this regard.
- As at 31st March, 2015, no Equity Shares were pending for transfer.

(k) Distribution of Shareholding as on 31st March, 2015:

Shareholding of Nominal Value of	Number of Shareholders		% to Number of Shareholders		Share Amount		% to Total	
	Physical	Electronic	Physical	Electronic	Physical	Electronic	Physical	Electronic
Rs.					Rs.	Rs.		
1	2	3	4	5	6	7	8	9
Upto - 5000	5,743	6,081	47.29	50.08	38,78,950	42,83,310	4.99	5.51
5001 - 10000	21	135	0.17	1.11	1,47,910	10,23,890	0.19	1.32
10001 - 20000	14	54	0.12	0.45	1,82,440	7,86,700	0.24	1.01
20001 - 30000	3	20	0.02	0.16	72,000	5,11,480	0.09	0.66
30001 - 40000	1	10	0.01	0.08	33,600	3,63,860	0.04	0.47
40001 - 50000	1	10	0.01	0.08	43,000	4,80,140	0.06	0.62
50001 - 100000	2	16	0.02	0.13	1,91,000	12,17,150	0.25	1.57
100001 & Above	1	32	0.01	0.26	2,50,000	6,41,94,400	0.32	82.66
Total	5,786	6,358	47.65	52.35	47,98,900	7,28,60,930	6.18	93.82
Grand Total	12,144		100		7,76,59,830		100	

(l) Categories of Equity Shareholders as on 31st March, 2015:

Category Code	Category of Shareholder	No. of Shareholders	Total No. of Shares	% to Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian			
(a)	Individuals / Hindu Undivided Family	9	9,26,835	11.94
(b)	Central Government / State Government(s)	—	—	—
(c)	Bodies Corporate	2	10,080	0.13

(d)	Financial Institutions / Banks	—	—	—
(e)	Any Other [Partnership Firm]	1	41,44,085	53.36
	Sub-Total (A)(1)	12	50,81,000	65.43
(2)	Foreign			
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	—	—	—
(b)	Bodies Corporate	—	—	—
(c)	Institutions	—	—	—
(d)	Any Other (Specify)	—	—	—
	Sub-Total (A)(2)	—	—	—
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	12	50,81,000	65.43
(B)	Public Shareholding			
(1)	Institutions			
(a)	Mutual Funds / UTI	7	3,20,075	4.12
(b)	Financial Institutions / Banks	8	7,158	0.09
(c)	Central Government / State Government(s)	—	—	—
(d)	Venture Capital Funds	—	—	—
(e)	Insurance Companies	—	—	—
(f)	Foreign Institutional Investors	6	4,05,712	5.22
(g)	Foreign Venture Capital Investors	—	—	—
(h)	Qualified Foreign Investor	—	—	—
(i)	Any Other (Specify)	—	—	—
	Sub-Total (B)(1)	21	7,32,945	9.43
(2)	Non-Institutions			
(a)	Bodies Corporate	256	90,582	1.17
(b)	Individuals -			
(i)	Individual Shareholders holding nominal share capital up to Rs.1 lakh	11,738	11,68,353	15.04
(ii)	Individual Shareholders holding nominal share capital excess of Rs.1 lakh	20	6,48,948	8.36
(c)	Qualified Foreign Investor	1	15,500	0.20
(d)	Any other - Non-Resident Indians	96	28,655	0.37
	Sub-Total (B)(2)	12,111	19,52,038	25.14
	Total Public Shareholding (B) = (B)(1) + (B)(2)	12,132	26,84,983	34.57
	GRAND TOTAL (A) + (B)	12,144	77,65,983	100.00

Note:

Indian Promoters include M/s T T Krishnamachari & Co., represented by its Partners and constituents of TTK Group. The constituents of TTK Group include T T Krishnamachari & Co., TTK Prestige Limited, TTK Tantex Limited and Partners & Relatives of the Partners of M/s T T Krishnamachari & Co.

Report on Corporate Governance (Contd.)

(m) Dematerialization of Shares and Liquidity as on 31st March, 2015:

	No. of Shareholders	No. of Shares	% of Shares
No. of Shareholders in Physical Mode	5,786	4,79,890	6.18
No. of Shareholders in Electronic Mode	6,358	72,86,093	93.82
Total	12,144	77,65,983	100.00

Days taken for Dematerialization	No. of Requests	No. of Shares	% of Shares
15 days	250	22,322	0.29

Particulars	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2014-15	2013-14	2014-15	2013-14
Number of Shares Dematerialized	14,568	10,852	7,754	16,641
Number of Shares Rematerialized	40	—	—	—

- (n) **Outstanding GDRs / ADRs/ Warrants or any convertible Instruments** : The Company has not issued any GDRs / ADRs / Warrants & Convertible Instruments.
- (o) **Plant Locations** : No.5, Old Trunk Road
Pallavaram, Chennai 600 043
Tamil Nadu

No.2-B, Hosakote Industrial Area
8th Kilometre,
Hosakote Chinthamani Road
Hosakote Taluk, Bangalore 562 114
Karnataka

Site No.A28
KINFRA International Apparel Parks Ltd.
St. Xavier's College P.O., Thumba,
Trivandrum 695 586
Kerala

No.290, SIDCO Industrial Estate
Ambattur, Chennai 600 098
Tamil Nadu

No.3, Thiruneermalai Main Road
Chromepet, Chennai 600 044
Tamil Nadu
- (p) **Address for Correspondence** : **Registered Office:**
No.6, Cathedral Road,
Chennai 600 086
Tel: 044-28116106 to 28116110
Fax: 044-28116387

Administrative Office & Investor

Correspondence Address:

Secretarial Department
No.6, Cathedral Road
Chennai 600 086
Tel: 044-28116106 to 28116110
Fax: 044-28116387
E-mail: investorcare@ttkhealthcare.com

Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:

- T T Krishnamachari & Co., and its Partners & Relatives of the Partners
- TTK Prestige Limited
- TTK Protective Devices Limited (Formerly known as TTK-LIG Limited)
- TTK Services (P) Limited
- TTK Tantex Limited
- Cables & Wireless Networks India (P) Limited
- Cigna TTK Health Insurance Co. Limited
- TTK Property Services Private Limited
- TTK Partners LLP
- Immidart Technologies LLP
- Packwell Packaging Products Limited
- Pharma Research & Analytical Laboratories
- Peenya Packaging Products

CEO / CFO CERTIFICATION:

As required under Clause 49 (Corporate Governance) of the Listing Agreement, the Executive Vice Chairman and Senior Vice President – Finance have furnished necessary Certificate to the Board of Directors with respect to Financial Statements and Cash Flow Statement for the year ended 31st March, 2015.

NON-MANDATORY REQUIREMENTS:

(a) Chairman's Office (Non-Executive):

No reimbursement of expenses is made to the Non-Executive Chairman in connection with the maintenance of his office.

(b) Half-yearly Communication to Shareholders:

The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in "Business Standard" & "Makkal Kural" and are also posted on the website of the Company <http://www.ttkhealthcare.com/corporate/financial.htm>.

(c) Audit Qualifications:

There were no audit qualifications in the Financial Statements of the Company for the year ended 31st March, 2015.

(d) Separate Posts of Chairman and CEO:

The Posts of Chairman and CEO are held separately.

(e) Reporting of Internal Auditor:

The Internal Auditors report to the Audit Committee.

Report on Corporate Governance (Contd.)

DECLARATION ON CODE OF CONDUCT

As required under Clause 49(II)(E)(2) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

Place : Chennai
Date : May 18, 2015

T T RAGHUNATHAN
Executive Vice Chairman

Auditors' Certificate on Compliance of Conditions of Corporate Governance under Clause 49 of the Listing Agreement.

TO THE MEMBERS OF TTK HEALTHCARE LIMITED

We have examined the compliance of conditions of Corporate Governance by TTK Healthcare Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s) in India.

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

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

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

Place : Chennai
Date : May 21, 2015

M/s. AIYAR & CO.,
Chartered Accountants
Regn.No.000063S

N SRIDHARAN
Proprietor
Membership No.20503

M/s. S.VISWANATHAN
Chartered Accountants
Regn.No.004770S

C N SRINIVASAN
Partner
Membership No.18205

Independent Auditors' Report

TO THE MEMBERS OF TTK HEALTHCARE LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

Opinion

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

Emphasis of Matters

We draw attention to Note No.16 of Notes on Accounts of Financial Statement regarding the following:

The Board of Directors at their meeting held on 30th April, 2013 approved the Scheme of Amalgamation of TTK Protective Devices Limited (TTKPD) (formerly TTK-LIG Limited) and its Wholly Owned Subsidiary TSL Techno Services Limited (TSL) with TTK Healthcare Limited, the appointed date being 1st April, 2012. Under the Scheme, the Shareholders of TTKPD would be allotted 9 Equity shares of Rs.10/- each fully paid-up of the Company for every 2 Equity Shares of Rs.10/- each fully paid-up held by them in TTKPD. No shares would be allotted to the Shareholders of TSL as its value having been considered as part of the valuation of TTKPD. The said Scheme has been duly approved by the shareholders and the Company has filed necessary petition before the Hon'ble High Court of Judicature, Madras, for obtaining its sanction. The Scheme would be effective after the sanction of the same by the Hon'ble High Court of Judicature at Madras. Management of the Company has extended the time limit of the Scheme upto 31st March 2016.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

Independent Auditors' Report (Contd.)

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 8 and Note No.24 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

M/s. AIYAR & CO.,
Chartered Accountants
Regn.No.000063S

M/s. S.VISWANATHAN
Chartered Accountants
Regn.No.004770S

Place : Chennai
Date : May 21, 2015

N SRIDHARAN
Proprietor
Membership No.20503

C N SRINIVASAN
Partner
Membership No.18205

Annexure to Audit Report

(Referred to in paragraph 1 of our Report on Other Legal and Regulatory Requirements forming part of the Independent Auditors' Report dated May 21, 2015)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) According to information and explanation given to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is maintaining proper records of its inventories. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a) and iii (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- (v) The Company has not accepted any deposits from the public. Therefore, the provisions of Clause 4(v) of the Order are not applicable to the Company.

- (vi) On the basis of records produced to us, we are of the opinion that, prima facie, the cost records prescribed by Central Government under sub-section (1) of section 148 of the Act, have been made and maintained. However, we are not required to and have not carried out any detailed examination of such records.
- (vii) (a) According to information and explanation given to us and according to the books and records produced and examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess to the extent applicable and other material statutory dues, with the appropriate authorities. According to the information and explanations given to us, there were no outstanding statutory dues as mentioned above as at 31st of March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the following are the particulars of disputed dues on account of Sales Tax, Service Tax, Excise Duty and Income Tax as at 31st March 2015:

Name of the Statute	Nature of the Dues	Amount under Dispute not yet deposited (Rs. in lakhs)	Periods to which the amounts relate	Forum where the dispute is pending
Income-Tax Act, 1961	Income Tax	347.89	AY 2008-09, AY 2011-12 & AY 2012-13	The Commissioner of Income Tax (Appeals), Chennai
Finance Act	Service Tax	2.78	2005-06 to 2007-08	The Commissioner of Central Excise (Appeals), Bengaluru & CESTAT, Bengaluru
Finance Act	Service Tax	10.28	1997-98 to 1999-2000	The Hon'ble High Court, Chennai.
Central Sales Tax Act and Local Sales Tax Acts	Sales Tax with Interest and Penalty, as applicable	158.14	1986-87, 1991-92, 1992-93, 1995-96, 1997-98 to 1998-99, 2000-01 to 2002-03, 2004-05 to 2006-07, 2008-09 to 2010-11 & 2014-15	Before various Authorities – Upto the Commissioner's Level

Independent Auditors' Report (Contd.)

The Central Excise Act, 1944	Excise Duty with Interest and Penalty, as applicable	116.68	1988-89 to 2007-08	The Customs Excise and Service Tax Appellate Tribunal, Chennai.
		0.74	1994-95 & 1995-96	The Deputy Commissioner of Central Excise, Aurangabad
		0.42	2002-03	The Commissioner of Central Excise (Appeals), Chennai.

- (c) According to information and explanation given to us and on the basis of our examination of records, during the year under review, amounts which were required to be transferred to the Investor Education and Protection Fund have been transferred to such fund within time.
- (viii) The Company does not have any accumulated loss and has not incurred

cash loss during the financial year covered by our audit and in the immediately preceding financial year.

- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- (xi) According to the information and explanations given to us and the records examined by us, on an overall basis, the term loan obtained by the Company was applied for the purpose for which the loan was obtained.
- (xii) Based on our audit procedures and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

M/s. AIYAR & CO.,
Chartered Accountants
Regn.No.000063S

M/s. S.VISWANATHAN
Chartered Accountants
Regn.No.004770S

Place : Chennai
Date : May 21, 2015

N SRIDHARAN
Proprietor
Membership No.20503

C N SRINIVASAN
Partner
Membership No.18205

Balance Sheet

as at 31st March, 2015

	Particulars	Note No.	As at the end of 31-03-2015		As at the end of 31-03-2014	
			Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES						
(1) Shareholders' Funds						
(a) Share Capital	1		7,76,59,830		7,76,59,830	
(b) Reserves and Surplus	2		1,10,50,45,079		99,16,04,152	
(c) Money received against share warrants			—	118,27,04,909	—	106,92,63,982
(2) Share application money pending allotment				—		—
(3) Non-current Liabilities						
(a) Long-term borrowings	3		15,98,36,379		15,86,60,339	
(b) Deferred tax liabilities (Net)	4		2,22,58,779		2,94,64,410	
(c) Other Long-term liabilities	5		9,65,64,362		8,41,81,069	
(d) Long-term provisions	6		—	27,86,59,520	—	27,23,05,818
(4) Current Liabilities						
(a) Short-term borrowings	7		22,30,12,201		13,24,01,130	
(b) Trade payables	8		30,06,88,951		29,94,54,585	
(c) Other current liabilities	9		72,47,32,163		58,95,26,982	
(d) Short-term provisions	10		4,21,66,265	129,05,99,580	3,64,48,233	105,78,30,930
TOTAL				275,19,64,009		239,94,00,730
II. ASSETS						
(1) Non-Current Assets						
(a) Fixed Assets						
(i) Tangible Assets	11		51,57,76,418		53,35,62,354	
(ii) Intangible Assets	12		29,85,682		31,30,577	
(iii) Capital Work-in-progress			45,69,58,690		1,96,57,442	
(iv) Intangible assets under development			—		—	
(b) Non-current investments	13		—		—	
(c) Deferred tax assets (net)			—		—	
(d) Long-term loans and advances	14		11,52,45,388		21,43,16,703	
(e) Other non-current assets	15		—	109,09,66,178	—	77,06,67,076
(2) Current Assets						
(a) Current Investments	16		13,37,000		13,37,000	
(b) Inventories	17		37,37,74,375		33,95,09,540	
(c) Trade Receivables	18		44,41,25,976		38,29,90,984	
(d) Cash and Bank Balances	19		77,29,98,464		84,05,86,453	
(e) Short-term loans and advances	20		6,87,62,016		6,43,09,677	
(f) Other current assets	21		—	166,09,97,831	—	162,87,33,654
TOTAL				275,19,64,009		239,94,00,730
See accompanying notes to the financial statements						

Annexure to our Report of date.

For M/s. AIYAR & CO.
Chartered Accountants
Regn.No.000063S

For M/s. S VISWANATHAN
Chartered Accountants
Regn.No.004770S

N. SRIDHARAN
Proprietor
Membership No. 20503

C N SRINIVASAN
Partner
Membership No. 18205

Place : Chennai
Date : May 21, 2015

T T Jagannathan, Chairman
T T Raghunathan, Executive Vice Chairman
R K Tulshan, Director
Dr K R Srimurthy, Director
B N Bhagwat, Director
K Shankaran, Director
Dr (Mrs) Vandana R Walvekar, Director
Girish Rao, Director
S Balasubramanian, Director
S Kalyanaraman, Director & Secretary
B V K Durga Prasad, Senior Vice President - Finance

Profit and Loss Statement

for the year ended 31st March, 2015

	Particulars	Note No.	For the year ended 31-03-2015		For the year ended 31-03-2014	
			Rs.	Rs.	Rs.	Rs.
I.	Revenue from Operations (Gross)	22		483,14,16,304		416,30,68,690
	Less: Excise Duty			21,49,926		12,72,669
	Revenue from Operations (Net)			482,92,66,378		416,17,96,021
II.	Other Income	23		6,56,77,633		6,12,35,302
III.	Total Revenue (I + II)			489,49,44,011		422,30,31,323
IV.	Expenses:					
	Cost of materials consumed			31,38,64,224		25,57,58,122
	Purchases of Stock-in-trade			190,63,03,320		174,50,71,631
	Changes in inventories of Finished Goods, Work-in-progress and Stock-in-trade			(2,56,88,952)		(5,62,65,629)
				219,44,78,592		194,45,64,124
	Employee benefits expense	24		72,28,43,928		60,65,50,892
	Finance costs	25		3,64,22,761		2,98,79,042
	Depreciation and amortization expense	26		6,13,98,077		3,17,42,921
	Other expenses	27		161,64,54,554		141,36,37,890
	Total expenses			463,15,97,912		402,63,74,869
V.	Profit before exceptional and extraordinary items and tax (III-IV)			26,33,46,099		19,66,56,454
VI.	Exceptional items			—		—
VII.	Profit before extraordinary items and tax (V - VI)			26,33,46,099		19,66,56,454
VIII.	Extraordinary Items			—		—
IX.	Profit before tax (VII - VIII)			26,33,46,099		19,66,56,454
X.	Tax expense:					
	(1) Current tax		10,90,00,000		6,98,00,000	
	(2) Deferred tax		(72,05,631)	10,17,94,369	29,69,567	7,27,69,567
XI.	Profit / (Loss) for the period from continuing operations (IX-X)			16,15,51,730		12,38,86,887
XII.	Profit / (Loss) from discontinuing operations			—		—
XIII.	Tax expense of discontinuing operations			—		—
XIV.	Profit / (Loss) from Discontinuing operations (after tax) (XII - XIII)			—		—
XV.	Profit / (Loss) for the period (XI + XIV)			16,15,51,730		12,38,86,887
XVI.	Earnings per Equity Share of Rs.10/- each:					
	(1) Basic			20.80		15.95
	(2) Diluted			20.80		15.95
	See accompanying notes to the financial statements					

Annexure to our Report of date.

For M/s. AIYAR & CO.
Chartered Accountants
Regn.No.000063S

N. SRIDHARAN
Proprietor
Membership No. 20503
Place : Chennai
Date : May 21, 2015

For M/s. S VISWANATHAN
Chartered Accountants
Regn.No.004770S

C N SRINIVASAN
Partner
Membership No. 18205

T T Jagannathan, Chairman
T T Raghunathan, Executive Vice Chairman
R K Tulshan, Director
Dr K R Srimurthy, Director
B N Bhagwat, Director
K Shankaran, Director
Dr (Mrs) Vandana R Walvekar, Director
Girish Rao, Director
S Balasubramanian, Director
S Kalyanaraman, Director & Secretary
B V K Durga Prasad, Senior Vice President - Finance

Cash Flow Statement

for the year ended 31st March, 2015

	Particulars	2014-15		2013-14	
		Rs.	Rs.	Rs.	Rs.
A.	CASH FLOW FROM OPERATING ACTIVITIES:				
	Net Profit Before Tax		26,33,46,099		19,66,56,454
	Adjustments for:				
	Depreciation	6,13,98,077		3,17,42,921	
	(Profit)/Loss on Sale / Obsolescence of Assets	49,15,152		28,25,416	
	(Profit)/Loss on Sale of Investments	—		(13,25,747)	
	Interest Paid	3,51,53,881		2,86,19,049	
	Dividend Received	(3,01,750)	10,11,65,360	(2,64,500)	6,15,97,139
	Operating Profit before Working Capital Changes		36,45,11,459		25,82,53,593
	Adjustments for:				
	Trade and Other Receivables	4,95,49,574		(15,26,53,763)	
	Inventories	(3,42,64,837)		(6,85,43,168)	
	Trade Payables	13,96,98,322	15,49,83,059	12,86,16,630	(9,25,80,301)
	Cash generated from operations		51,94,94,518		16,56,73,292
	Direct Taxes Paid		(12,50,65,589)		(3,90,62,330)
	Cash Flow before Extraordinary Items & Deferred Revenue Expenditure		39,44,28,929		12,66,10,962
	Extraordinary Items		—		—
	Net Cash from Operating Activities		39,44,28,929		12,66,10,962
B.	CASH FLOW FROM INVESTMENT ACTIVITIES:				
	Purchase of Fixed Assets	(49,20,98,673)		(15,44,36,601)	
	Sale of Fixed Assets	3,65,503		4,85,726	
	Dividend Received	3,01,750		2,64,500	
	Sale of Investments	—	(49,14,31,420)	76,69,747	(14,60,16,628)
C.	CASH FLOW FROM FINANCING ACTIVITIES:				
	Bank Borrowings - Short Term	10,06,11,071		8,68,60,946	
	Interest Paid	(3,51,53,881)		(2,86,19,049)	
	Dividend Paid	(3,63,43,247)		(3,63,43,247)	
	Net Cash used in Financing Activities		2,91,13,943		2,18,98,650
	Net Increase in Cash and Cash Equivalents		(6,78,88,548)		24,92,984
	Cash and Cash Equivalents as at the beginning of the year	83,59,86,494		83,34,93,510	
	Cash and Cash Equivalents as at the end of the year	76,80,97,946	6,78,88,548	83,59,86,494	(24,92,984)

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3 (AS-3) notified under the Companies (Accounting Standards) Rule, 2006.
- The previous year's figures have been regrouped and reclassified wherever necessary to conform to the current year's presentation.

Annexure to our Report of date.

For M/s. AIYAR & CO.
Chartered Accountants
Regn.No.000063S

N. SRIDHARAN
Proprietor
Membership No. 20503

Place : Chennai
Date : May 21, 2015

For M/s. S VISWANATHAN
Chartered Accountants
Regn.No.004770S

C N SRINIVASAN
Partner
Membership No. 18205

T T Jagannathan, Chairman
T T Raghunathan, Executive Vice Chairman
R K Tulshan, Director
Dr K R Srimurthy, Director
B N Bhagwat, Director
K Shankaran, Director
Dr (Mrs) Vandana R Walvekar, Director
Girish Rao, Director
S Balasubramanian, Director
S Kalyanaraman, Director & Secretary
B V K Durga Prasad, Senior Vice President - Finance

Notes to Balance Sheet

as at 31st March, 2015

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Shareholders' Funds:		
Note No.1		
A. Share Capital		
Equity Shares		
(a) the number and amount of shares authorised: 1,00,00,000 Equity Shares of Rs.10/- each (previous period 1,00,00,000 Equity Shares of Rs.10/- each)	10,00,00,000	10,00,00,000
(b) Issued Share Capital: 77,65,983 Equity Shares of Rs.10/- each (previous period 77,65,983 Equity Shares of Rs.10/- each)	7,76,59,830	7,76,59,830
Subscribed and Fully paid-up Share Capital: 77,65,983 Equity Shares of Rs.10/- each (previous period 77,65,983 Equity Shares of Rs.10/- each)	7,76,59,830	7,76,59,830
Total	7,76,59,830	7,76,59,830
(c) par value per share:	Rs. 10/-	Rs. 10/-
(d) a reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period Equity shares:		
(i) No. of shares outstanding at the beginning of the period	77,65,983	77,65,983
(ii) No. of shares issued during the period	—	—
(iii) No. of shares bought back / forfeited during the period	—	—
(iv) No. of shares outstanding at the end of the period	77,65,983	77,65,983
(e) the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital	The Company presently has only one class of Equity Shares. Each Shareholder is entitled to one vote per share and also to dividend as proposed and approved by the Directors and Members, respectively.	
(f) shares in respect of each class in the Company held by its Holding Company or its ultimate Holding Company including shares held by or by Subsidiaries or associates of the Holding Company or the ultimate Holding Company in aggregate	—	—
(g) shares in the Company held by each shareholder holding more than 5 percent shares specifying the number of shares held :		
(i) Mr T T Jagannathan (9.40%)	7,30,048	7,30,048
(ii) M/s T T Krishnamachari & Co. represented by its Partners (53.36%)	41,44,085	41,44,085
(h) shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment, including the terms and amounts	—	—
(i) For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:		
• Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	—	—
• Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	—	—
• Aggregate number and class of shares bought back: No. of Equity Shares bought back by the Company	3,21,514	3,21,514
(j) Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date.	—	—
(k) Calls unpaid	—	—
(l) Forfeited shares (amount originally paid up)	—	—

Notes to Balance Sheet (Contd.)

	As at 31.03.2015		As at 31.03.2014	
	Rs.		Rs.	
Note No.2				
B. Reserves and Surplus				
Reserves and Surplus:				
(a) Capital Reserves				
Balance as per last Balance Sheet	6,81,32,507		6,81,32,507	
Addition during the year	—	6,81,32,507	—	6,81,32,507
(b) Capital Redemption Reserve				
Balance as per last Balance Sheet	34,44,310		34,44,310	
Addition during the year	—	34,44,310	—	34,44,310
(c) Securities Premium Reserve				
Balance as per last Balance Sheet	9,82,49,128		9,82,49,128	
Addition / Deduction during the year	—	9,82,49,128	—	9,82,49,128
(d) Debenture Redemption Reserve		—		—
(e) Revaluation Reserve				
Balance as per last Balance Sheet	4,51,47,280		4,56,49,457	
Deduction during the year - Transfer to Depreciation A/c in Profit and Loss Statement	5,02,177	4,46,45,103	5,02,177	4,51,47,280
(f) Share Options Outstanding Account		—		—
(g) Other Reserves :				
General Reserve				
Balance as per last Balance Sheet	23,83,39,018		22,53,39,018	
Addition during the year - Transfer from Surplus	2,00,00,000		1,30,00,000	
Deduction during the year - Transfer to Depreciation A/c in Profit and Loss Statement	55,47,347	25,27,91,671	—	23,83,39,018
(h) Surplus:				
Balance as per last Balance Sheet	53,82,91,909		46,37,48,269	
Balance in Statement of Profit and Loss (current year)	16,15,51,730		12,38,86,887	
Total (A)	69,98,43,639		58,76,35,156	
Less: Proposed Dividend	3,49,46,924		3,10,63,932	
Provision for Tax on Dividend	71,14,355		52,79,315	
Transfer to General Reserve	2,00,00,000		1,30,00,000	
Total (B)	6,20,61,279		4,93,43,247	
Net Surplus (A-B)		63,77,82,360		53,82,91,909
Total		110,50,45,079		99,16,04,152

Notes to Balance Sheet (Contd.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Non-current Liabilities:		
Note No.3		
A. Long-term Borrowings		
(i) Secured Long-term borrowings:		
(a) Bonds/Debentures	—	—
(b) Term loans:		
• from banks (Secured by the first charge on the Plant and Machinery of the Foods Factory at Jaipur)	15,00,00,000	15,00,00,000
• from other parties	—	—
(c) Deferred payment liabilities	—	—
(d) Deposits	—	—
(e) Loans and advances from related parties	—	—
(f) Long term maturities of finance lease obligations (secured by ownership of the vehicles / equipments)	98,36,379	86,60,339
(g) Other loans and advances	—	—
(ii) Unsecured Long-term borrowings:	—	—
Total	15,98,36,379	15,86,60,339
Note No.4		
B. Deferred tax liabilities (net)		
(a) Deferred tax liability	3,37,63,627	4,01,02,440
(b) Less: Deferred tax asset	1,15,04,848	1,06,38,030
Total	2,22,58,779	2,94,64,410
Note No.5		
C. Other Long-term liabilities		
(a) Trade payables	—	—
(b) Others	9,65,64,362	8,41,81,069
Total	9,65,64,362	8,41,81,069
Note No.6		
D. Long-term provisions		
(a) Provision for employee benefits	—	—
(b) Others	—	—
Total	—	—
Current Liabilities:		
Note No.7		
A. Short-term borrowings		
(i) Secured Short-term borrowings:		
(a) Loans repayable on demand		
• from banks	22,30,12,201	13,24,01,130
(Hypothecation of stocks and book debts)		
• from other parties	—	—
(b) Loans and advances from related parties	—	—
(c) Deposits	—	—
(d) Other loans and advances	—	—
(ii) Unsecured Short-term borrowings:		
(a) Loans repayable on demand		
• from banks	—	—
• from other parties	—	—
(b) Loans and advances from related parties	—	—
(c) Deposits	—	—
(d) Other loans and advances	—	—
Total	22,30,12,201	13,24,01,130

Notes to Balance Sheet (Contd.)

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Note No.8			
B. Trade Payables			
(The Company has not received information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts together with interest unpaid, at the year end has not been given.)		<u>30,06,88,951</u>	<u>29,94,54,585</u>
Note No.9			
C. Other current liabilities			
(a) Current maturities of long-term debt (Secured by the first charge on the Plant and Machinery of the Foods Factory at Jaipur)		3,00,00,000	2,00,00,000
(b) Current maturities of finance lease obligations (secured by ownership of the vehicles / equipments)		42,83,531	39,52,944
(c) Interest accrued but not due on borrowings		—	—
(d) Interest accrued and due on borrowings		—	—
(e) Income received in advance		—	—
(f) Unpaid dividends (No amount is due to be credited to the Investor Education and Protection Fund)		49,00,518	45,99,959
(g) Application money received for allotment of securities and due for refund and interest accrued thereon.		—	—
(h) Unpaid matured deposits and interest accrued thereon		—	—
(i) Unpaid matured debentures and interest accrued thereon		—	—
(j) Other payables			
i. Employee benefit expense	11,81,54,125		9,76,69,071
ii. Interest	69,54,951		62,70,495
iii. Taxes, Duties & Levies	2,18,68,003		2,04,36,210
iv. Expenses payable relating to operations	45,31,63,614		41,23,20,622
v. PF & ESIC Contributions	1,07,66,816		82,39,144
vi. TDS & TCS	74,83,383		60,05,284
vii. Creditors for Capital Goods	6,52,03,894		84,89,033
viii. Audit and other Fees	18,93,328		14,84,220
ix. Security deposits	60,000	68,55,48,114	60,000
Total		<u>72,47,32,163</u>	<u>58,95,26,982</u>
Note No.10			
D. Short-term provisions			
(a) Provision for employee benefits		—	—
(b) Others :			
Provision for Dividend (Rs.4.50 per share of Rs.10/- each)	3,49,46,924		3,10,63,932
Provision for Dividend Tax	72,19,341	4,21,66,265	53,84,301
Total		<u>4,21,66,265</u>	<u>3,64,48,233</u>

Notes to Balance Sheet (Contd.)

	As at 31.03.2015		As at 31.03.2014	
	Rs.		Rs.	
Non-current Assets:				
A. Fixed Assets				
Note No.11				
Tangible Assets				
(i) Freehold Assets:				
(a) Land	5,51,07,766		5,51,07,766	
(b) Buildings	9,29,83,197		9,15,42,602	
(c) Plant and Equipment	24,19,37,379		25,01,71,114	
(d) Furniture and Fixtures	66,92,668		84,77,270	
(e) Vehicles	47,05,600		48,97,531	
(f) Office Equipments	18,03,053		41,60,269	
(g) Others:				
Computers	78,23,287	41,10,52,950	1,58,12,346	43,01,68,898
(ii) Assets under lease:				
(a) Leasehold Land	8,94,70,333		8,83,55,000	
(b) Leasehold Building	24,20,839		33,91,585	
(c) Leasehold Plant and Equipment	11,04,919		18,38,183	
(d) Vehicles	1,17,27,377	10,47,23,468	98,08,688	10,33,93,456
Total		51,57,76,418		53,35,62,354
(iii) A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations and other adjustments and the related depreciation and impairment losses/reversals are disclosed separately.	As per Annexure I - A			
(iv) Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.	Nil during the last five years			
Note No. 12				
Intangible Assets				
(i) (a) Goodwill		-		-
(b) Brands / Trademarks		-		-
(c) Computer Softwares		29,85,682		31,30,577
(d) Mastheads and Publishing Titles		-		-
(e) Mining Rights		-		-
(f) Copyrights & Patents and other Intellectual Property Rights, Services and Operating Rights		-		-
(g) Recipes, Formulae, Models, Designs and Prototypes		-		-
(h) Licences and Franchise		-		-
(i) Others		-		-
Total		29,85,682		31,30,577
(ii) A reconciliation of the gross and net carrying amounts of each class of assets at the beginning and end of the reporting period showing additions, disposals, acquisitions through business combinations and other adjustments and the related amortization and impairment losses / reversals are disclosed separately.	As per Annexure I - B			
(iii) Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.	Nil during the last five years			

Notes to Balance Sheet (Contd.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Note No.13		
B. Non-current investments		
(i) Trade Investments	—	—
(ii) Non-Trade Investments	—	—
(iii) Investments carried at other than at cost	—	—
Total	<u>—</u>	<u>—</u>
Aggregate book value of quoted investments	—	—
Aggregate market value of quoted investments	—	—
Aggregate book value of unquoted investments	—	—
C. Deferred tax assets (net)	—	—
Note No. 14		
D. Long-term loans and advances		
(i) Secured Long-term loans and advances	—	—
(ii) Unsecured Long-term loans and advances, considered good		
(a) Capital Advances	4,75,27,352	16,61,32,506
(b) Security Deposits	61,73,337	42,79,487
(c) Loans and advances to related parties	—	—
(d) Other loans and advances: Lease Deposit		
with related parties	25,50,000	25,50,000
with others	52,52,268	36,77,868
(e) Advance Income-tax and Fringe Benefit Tax (net of provisions)	5,37,42,431	3,76,76,842
(iii) Doubtful Long-term loans and advances	—	—
(iv) Loans & Advances due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.	—	—
Total	<u>11,52,45,388</u>	<u>21,43,16,703</u>
Note No.15		
E. Other non-current assets		
(i) Long Term Trade Receivables (including trade receivables on deferred credit terms)		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	—	—
(c) Doubtful	—	—
(ii) Others	—	—
(iii) Debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	—	—
Total	<u>—</u>	<u>—</u>

Notes to Balance Sheet (Contd.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Current Assets:		
Note No.16		
A. Current Investments		
(i) Trade Investments	—	—
(ii) Non-Trade Investments		
(a) Investments in Equity Instruments:		
Quoted (Fully paid)		
1) 14,800 Equity Shares of Rs.10/- each of TTK Prestige Ltd. (a Group Company)	13,32,000	13,32,000
- Market Value Rs.3,444.40 each		
2) 1,000 Equity Shares of Rs.5/- each of Apollo Hospitals Enterprise Ltd.	5,000	5,000
- Market Value Rs.1,365.45 each		
(b) Investments in Preference Shares	—	—
(c) Investments in Government or Trust Securities	—	—
(d) Investments in Debentures or Bonds	—	—
(e) Investments in Mutual Funds	—	—
(f) Investments in Partnership Firms	—	—
(g) Other non-current investments	—	—
Total	13,37,000	13,37,000
Basis of valuation of individual investments	At cost or market value whichever is lower	At cost or market value whichever is lower
Aggregate book value of quoted investments	13,37,000	13,37,000
Aggregate market value of quoted investments	5,23,42,570	4,57,85,060
Aggregate book value of unquoted investments	—	—

Notes to Balance Sheet (Contd.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Note No. 17		
B. Inventories		
(a) Raw Materials [#]	4,08,45,464	3,20,32,819
(b) Work-in-progress	2,48,29,107	1,80,05,988
(c) Finished goods* (comprise of own manufactured & outsourced goods)	27,72,44,466	26,20,72,727
(d) Stock-in-trade (in respect of goods acquired for trading)	2,64,86,369	2,27,92,275
(e) Stores and spares	43,68,969	46,05,731
(f) Loose tools	—	—
(g) Others	—	—
Total	37,37,74,375	33,95,09,540
[#] Include Packing Materials		
[*] Include Goods-in-Transit - Rs.39,93,325		
Mode of valuation:		
Raw and Packing Materials and Consumables are valued at cost on FIFO Basis		
Finished Goods are valued at lower of cost or realizable value		
Work-in-progress is valued at works cost		
Note No.18		
C. Trade Receivables		
(i) Aggregate amount of Trade Receivables outstanding for a period exceeding six months from the date they are due for payment:		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	32,06,881	24,59,776
(c) Doubtful	—	—
(ii) Aggregate amount of Trade Receivables outstanding for a period not exceeding six months from the date they are due for payment:		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	44,09,19,095	38,05,31,208
(c) Doubtful	—	—
(iii) Debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by Firms or Private Companies respectively in which any Director is a Partner or a Director or a Member.	—	—
Total	44,41,25,976	38,29,90,984
Note No. 19		
D. Cash and Banks Balances		
(a) Cash and cash equivalents		
(i) Cash on hand	46,99,520	47,45,099
(ii) Balance with banks:		
Balance in Current Account	13,24,01,431	12,73,99,927
In Deposit Account held as margin money	6,35,047	6,35,047
In Deposit Account held as security against guarantees	6,12,25,000	15,25,000
Deposit Account with more than 12 months maturity	—	—
Deposit Account with 12 months and less than 12 months maturity	56,91,36,948	70,16,81,421
	76,33,98,426	83,12,41,395
(b) Other Bank Balance		
In Interest Warrant Account	—	—
In Dividend Warrant Account	49,00,518	45,99,959
(c) Cheques, drafts on hand	—	—
(d) Others	—	—
Total	77,29,98,464	84,05,86,453

Notes to Balance Sheet (Contd.)

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Note No.20			
E. Short-term Loans and Advances			
(i) Secured Short-term Loans and Advances		—	—
(ii) Unsecured Short-term Loans and Advances, considered good			
(a) Loans and Advances to related parties		—	—
(b) Others :			
i. Lease Deposits	10,32,750		7,75,750
ii. Deposit with Govt. Departments	75,25,231		75,25,231
iii. Earnest Money Deposits	22,76,742		22,27,213
iv. Advances others	<u>5,75,27,293</u>	<u>6,83,62,016</u>	<u>5,37,81,483</u>
(iii) Doubtful Short-term Loans and Advances		—	—
(iv) Loans & Advances due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by Firms or Private Companies respectively in which any director is a partner or a director or a member.		4,00,000	—
Total		<u>6,87,62,016</u>	<u>6,43,09,677</u>
Note No. 21			
F. Other current assets			
		—	—

Notes to Balance Sheet (Contd.)

Annexure 1 - A

FIXED ASSET DETAILS

Description of Assets	Gross Block (At Cost)				Accumulated Depreciation, Amortisation & Impairment				Net Block	
	As on 01-04-2014	Additions	Deletions	As on 31-03-2015	Up to 31-03-2014	Deletions	For the Year	Up to 31-03-2015	As on 31-03-2015	As on 31-03-2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(A) TANGIBLE ASSETS										
1. Freehold Assets:										
(a) Land	5,51,07,766	—	—	5,51,07,766	—	—	—	—	5,51,07,766	5,51,07,766
(b) Buildings	13,40,67,514	57,59,720	—	13,98,27,234	4,25,24,912	—	43,19,125	4,68,44,037	9,29,83,197	9,15,42,602
(c) Plant & Machinery	29,54,58,474	3,24,33,021	20,595	32,78,70,900	9,39,38,497	20,595	2,94,32,868	12,33,50,770	20,45,20,130	20,15,19,977
Electrical Installation	2,69,88,294	—	—	2,69,88,294	84,70,138	—	31,02,359	1,15,72,497	1,54,15,797	1,85,18,156
Fire Fighting Equipments	5,07,812	38,356	—	5,46,168	2,86,713	—	38,431	3,25,144	2,21,024	2,21,099
Air-conditioners	1,29,17,791	5,61,818	1,30,723	1,33,48,886	57,13,142	1,11,437	23,33,524	79,35,229	54,13,657	72,04,649
Lift	7,99,636	—	—	7,99,636	4,72,684	—	82,969	5,55,653	2,43,983	3,26,952
Patterns, Dies & Templates	3,22,89,029	13,51,178	1,42,23,225	1,94,16,982	1,40,64,147	96,77,142	23,22,325	67,09,330	1,27,07,652	1,82,24,882
Lab Equipments	92,85,087	1,75,211	78,750	93,81,548	51,29,688	33,246	8,69,970	59,66,412	34,15,136	41,55,399
Sub-Total	37,82,46,123	3,45,59,584	1,44,53,293	39,83,52,414	12,80,75,009	98,42,420	3,81,82,446	15,64,15,035	24,19,37,379	25,01,71,114
(d) Furniture & Fittings	1,90,05,233	1,48,829	—	1,91,54,062	1,05,27,963	—	19,33,431	1,24,61,394	66,92,668	84,77,270
(e) Vehicles	1,04,11,551	20,39,240	14,33,906	1,10,16,885	55,14,020	8,51,530	16,48,795	63,11,285	47,05,600	48,97,531
(f) Office Equipments	86,87,206	1,19,663	11,990	87,94,879	45,26,937	11,990	24,76,879	69,91,826	18,03,053	41,60,269
(g) Computers	6,05,45,908	28,42,030	13,98,085	6,19,89,853	4,47,33,562	13,98,054	1,08,31,058	5,41,66,566	78,23,287	1,58,12,346
Total	66,60,71,301	4,54,69,066	1,72,97,274	69,42,43,093	23,59,02,403	1,21,03,994	5,93,91,734	28,31,90,143	41,10,52,950	43,01,68,898
2. Leased Assets :										
(a) Land	9,05,85,582	21,09,709	—	9,26,95,291	22,30,582	—	9,94,376	32,24,958	8,94,70,333	8,83,55,000
(b) Buildings	1,67,37,697	—	—	1,67,37,697	1,33,46,112	—	9,70,746	1,43,16,858	24,20,839	33,91,585
(c) Plant & Machinery	21,99,750	—	—	21,99,750	3,61,567	—	7,33,264	10,94,831	11,04,919	18,38,183
(d) Vehicles	2,23,59,015	61,53,716	26,78,115	2,58,34,616	1,25,50,327	25,90,740	41,47,652	1,41,07,239	1,17,27,377	98,08,688
Total	13,18,82,044	82,63,425	26,78,115	13,74,67,354	2,84,88,588	25,90,740	68,46,038	3,27,43,886	10,47,23,468	10,33,93,456
Grand Total	79,79,53,345	5,37,32,491	1,99,75,389	83,17,10,447	26,43,90,991	1,46,94,734	6,62,37,772	31,59,34,029	51,57,76,418	53,35,62,354
Previous year	67,18,68,078	13,71,41,209	1,10,55,942	79,79,53,345	24,11,09,010	77,44,800	3,10,26,781	26,43,90,991	53,35,62,354	43,07,59,068
Capital Work-in-progress	1,96,57,442	45,21,15,130	1,48,13,882	45,69,58,690	—	—	—	—	45,69,58,690	1,96,57,442
Previous year	30,89,317	3,08,53,726	1,42,85,601	1,96,57,442	—	—	—	—	1,96,57,442	30,89,317

Annexure 1 - B

(B) INTANGIBLE ASSETS										
(a) Goodwill	—	—	—	—	—	—	—	—	—	—
(b) Brand / Trade Mark	1,12,49,800	—	—	1,12,49,800	1,12,49,800	—	—	1,12,49,800	—	—
(c) Computer Softwares	1,97,33,619	10,64,934	—	2,07,98,553	1,66,03,042	—	12,09,829	1,78,12,871	29,85,682	31,30,577
(d) Mastheads & Publishing Titles	—	—	—	—	—	—	—	—	—	—
(e) Mining Rights	—	—	—	—	—	—	—	—	—	—
(f) Copyright, Patents, etc.	—	—	—	—	—	—	—	—	—	—
(g) Recipes, Formulae, Designs	—	—	—	—	—	—	—	—	—	—
(h) Licenses and Franchise	—	—	—	—	—	—	—	—	—	—
Total	3,09,83,419	10,64,934	—	3,20,48,353	2,78,52,842	—	12,09,829	2,90,62,671	29,85,682	31,30,577
Previous year	3,02,56,152	7,27,267	—	3,09,83,419	2,66,34,525	—	12,18,317	2,78,52,842	31,30,577	36,21,627
Under development	—	—	—	—	—	—	—	—	—	—
Previous year	—	—	—	—	—	—	—	—	—	—

Note : Depreciation for the year amounting to Rs.5,02,177/- (Previous Year - Rs.5,02,177/-) in respect of increased value of Fixed Assets on account of revaluation has been directly debited to Revaluation Reserve and Rs. 55,47,347/- (Previous Year - Rs. Nil) in respect of difference in depreciation relating to the past years as computed as per the Schedule II to the Companies Act, 2013 has been directly debited to opening Reserves and both have been deducted from the total depreciation of Rs. 6,74,47,601/- for the year (Previous Year - Rs. 3,22,45,098/-)

Notes to Profit and Loss Statement

		2014-15		2013-14	
	Units	Quantity	Value (Rs.)	Quantity	Value (Rs.)
Note No.22					
Revenue from Operations:					
(a)	Sale of products:				
	Orals	Lakhs	355.659	346.690	110,78,81,386
	Tablets	Lakhs	1,069.374	950.549	54,71,03,699
	Injectables	Lakhs	114.902	110.501	15,51,61,872
	Capsules	Lakhs	389.709	389.102	17,87,72,289
	Food Products	M.T.	7,995.410	6,942.767	47,45,96,962
	Granules	M.T.	1,278.598	921.588	24,66,25,273
	Hospital Care Products	—	—	—	12,99,43,969
	Orthopaedic Implants	Sets of 3s	1,522	1,233	4,91,89,627
	Ointment	M.T.	6.454	6.135	90,71,037
	Cosmetics	M.T.	935.980	953.040	28,53,33,785
	Cosmetics	K.Ltrs.	1,057.153	1,052.188	58,63,05,228
	Condoms	Millions	76.421	73.480	28,18,35,942
	Maps & Atlases	Nos.	62,293	1,06,084	41,47,560
	Scrub Pads	—	—	—	8,85,47,007
	Others	—	—	—	1,23,81,997
			4,82,76,23,091		415,68,97,633
(b)	Sale of services		—		—
(c)	Other operating revenues		37,93,213		61,71,057
	Total Revenue from operations		483,14,16,304		416,30,68,690
	Less: Excise duty		21,49,926		12,72,669
	Total Revenue from Operations (Net)		482,92,66,378		416,17,96,021

	2014-15		2013-15	
	Rs.	Rs.	Rs.	Rs.
Note No.23				
Other Income:				
(a)	Interest Income i) On Fixed Deposits	6,47,17,533	5,85,88,227	
	ii) Others	2,45,998	2,12,178	5,88,00,405
(b)	Dividend Income	3,01,750		2,64,500
(c)	Net gain on sale of investments	—		13,25,747
(d)	Other non-operating income (net of expenses directly attributable to such income)	2,91,996		6,62,904
(e)	Net foreign exchange gain	1,20,356		1,81,746
	Total	6,56,77,633		6,12,35,302

Note No.24				
Employee benefits expense:				
(a)	Salaries, Wages and Bonus	59,98,38,817		50,17,37,154
(b)	Contribution to Provident and Other Funds	4,02,96,549		2,97,62,672
(c)	Gratuity and Superannuation	3,74,57,164		3,38,71,827
(d)	Contribution to E.S.I.	90,48,102		81,20,708
(e)	Expenses on Employee Stock Option Scheme	—		—
(f)	Expenses on Employee Stock Purchase Plan	—		—
(g)	Welfare Expenses	3,62,03,296		3,30,58,531
	Total	72,28,43,928		60,65,50,892

Note No.25				
Finance costs:				
(a)	Interest expense	3,51,53,881		2,86,19,049
(b)	Other borrowing costs	12,68,880		12,59,993
(c)	Applicable net gain / loss on foreign currency transactions and translation	—		—
	Total	3,64,22,761		2,98,79,042

Notes to Profit and Loss Statement (Contd.)

		2014-15		2013-14
	Rs.	Rs.	Rs .	Rs .
Note No.26				
Depreciation and amortisation expenses:				
(a) Depreciation	6,74,47,601		3,22,45,098	
Less: Transfer from general reserve	55,47,347		—	
Less: Transfer from revaluation reserve	5,02,177	6,13,98,077	5,02,177	3,17,42,921
(b) Amortisation expenses		—		—
Total		6,13,98,077		3,17,42,921
Note No.27				
Other Expenses:				
Power & Fuel		4,58,77,485		6,02,69,132
Repairs & Maintenance:				
• Repairs to Building	24,64,028		15,47,187	
• Repairs to Plant & Machinery	3,13,90,750		2,70,75,515	
• Factory / Office Upkeep	1,55,04,346	4,93,59,124	1,33,04,936	4,19,27,638
Consumable Stores		38,72,043		33,09,159
General Insurance		22,16,388		23,87,534
Rates & Taxes		2,04,53,654		23,28,419
Rent		2,05,82,363		2,05,98,198
Electricity		1,03,68,326		99,55,233
Printing & Stationery		1,44,36,055		1,54,05,146
Postage, Telephones & Telegrams		2,57,66,413		2,40,10,065
Carriage Outwards		18,32,05,944		16,55,00,232
Transit Insurance		45,68,029		40,09,231
Advertisement & Sales Promotion		79,61,59,268		65,63,68,246
Travelling & Conveyance		27,11,72,281		23,43,85,448
Audit & Other Fees:				
• Audit Fees	14,21,354		12,20,228	
• Tax Audit Fees	1,29,214		1,12,360	
• Cost Audit Fees	3,93,260		2,47,192	
• Reimbursement of expenses	16,744		1,12,262	
• Other matters	2,39,245	21,99,817	49,440	17,41,482
Donation		16,80,901		36,15,501
Contribution towards CSR Activities		44,00,000		—
Depot Service Charges		9,10,99,250		8,12,20,105
Directors' Sitting Fees		3,48,316		3,20,226
Loss on Sale of Assets		5,42,723		4,35,433
Loss on Sale of Leased Assets		87,375		—
Loss on obsolescence of Assets		45,46,083		26,42,887
Conversion Charges		2,31,395		3,16,762
Bad debts written off		28,30,775		77,72,634
Technical Know-how		—		2,58,428
Legal and consultancy charges		2,88,84,388		4,13,97,167
Miscellaneous Expenses		3,15,66,158		3,34,63,584
Total		161,64,54,554		141,36,37,890

Notes on Accounts

S. No.	Particulars	UNITS	2014-15		2013-14	
			Quantity	Value (Rs.)	Quantity	Value (Rs.)
(1)	Materials Consumed:					
	a. Industrial Alcohol	K.L.	0.166	30,362	0.294	49,181
	b. Sweetening Agents & Base	M.T.	55.958	31,76,831	51.368	26,08,060
	c. Fats & Oils	M.T.	14.900	11,43,775	24.110	18,11,971
	d. Vitamins & Nutrients	M.T.	–	4,530	–	1,536
	e. Drugs	M.T.	8.571	51,79,977	7.718	22,90,712
	f. Anti Bacterial Preservatives	M.T.	1.075	3,62,852	0.899	3,10,631
	g. Flavouring & Colouring Agents	M.T.	2.087	11,02,372	2.602	13,66,982
	h. Enzymes & Biological Products	M.T.	1.880	3,98,287	3.062	5,61,195
	i. Vegetable & Crude Drugs	M.T.	95.223	63,19,756	81.920	56,49,822
	j. Cereals, Spices & Salts	M.T.	8,327.060	21,40,72,044	7,259.007	17,24,29,276
	k. Other Chemicals	–	–	34,45,113	–	39,54,656
	l. Containers & Closures	1000s	1,547.240	49,06,579	1,141.809	40,32,920
	m. Non-ferrous castings	Nos	3,821	46,97,631	3,217	41,92,051
	n. Packing & Other Materials	–	–	6,90,24,114	–	5,64,99,129
	Total			31,38,64,223		25,57,58,122

	Particulars	2014-15 Rs.	2013-14 Rs.
(2)	Work-in-progress:		
	Pharma Products	–	2,58,474
	Heart Valve & Accessories	1,97,96,896	1,43,19,733
	Food Products	4,33,066	3,54,608
	Orthopaedic Implants & Instrument Sets	45,99,145	30,73,173
	Total	2,48,29,107	1,80,05,988

Particulars		2014-15		2013-14	
		%	Rs	%	Rs
(3)	Value of Materials, Spare Parts & Components Consumed during the year:				
	a. Materials :				
	i) Imported	2.42	76,06,826	1.86	47,61,582
	ii) Indigenous	97.58	30,62,57,398	98.14	25,09,96,540
		100.00	31,38,64,224	100.00	25,57,58,122
	b. Spare Parts & Components :				
	i) Imported	0.43	16,694	0.07	2,267
	ii) Indigenous	99.57	38,55,349	99.93	33,06,892
		100.00	38,72,043	100.00	33,09,159
(4)	Value of Imports (CIF Value)				
	i) Raw Materials		2,01,83,654		4,74,85,972
	ii) Finished Goods		–		–
	iii) Capital Goods		9,21,27,216		1,05,34,061
	iv) Spares		1,30,395		2,94,569
			11,24,41,265		5,83,14,602
(5)	Earnings in Foreign Exchange				
	Export of Goods (FOB Value)		3,31,62,397		3,29,05,002
(6)	Expenditure in Foreign Currency:				
	i) Travelling		18,50,451		15,60,967
	ii) Royalty, Consultancy, Product Registration / Promotion Expenses etc.		1,63,21,710		33,25,616
			1,81,72,161		48,86,583
(7)	Interest comprises of:				
	i) Interest on Fixed Loans		63,36,280		59,96,748
	ii) Interest - Others		2,88,17,601		2,26,22,301
	Note : There is no interest accrued and due as on 31 st March, 2015		3,51,53,881		2,86,19,049

Notes on Accounts (Contd.)

(8) Contingent Liabilities And Commitments Not Provided For:

2014-15
(Rs. in lakhs)2013-14
(Rs. in lakhs)

A) Contingent Liabilities:

Guarantees against letters of credit opened	—	30.25
Other Guarantees	178.05	142.02
Disputed Taxes/Claims, not acknowledged as debts	1,766.33	1,547.74
	<u>1,944.38</u>	<u>1,720.01</u>

B) Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for	2,088.28	1,776.98
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(9) The Company has created a Trust which has taken a Group Gratuity Policy with the Life Insurance Corporation of India for future payment of gratuity to the retired/resigned employees. Based on the actuarial valuation, provision has been made for full value of the gratuity benefits as per the requirements of Accounting Standard 15 (AS-15).

(10) The Company contributes to a Superannuation Fund covering specified employees. The contributions are by way of annual premia payable in respect of a superannuation policy issued by the Life Insurance Corporation of India, which confers benefits to retired/resigned employees based on policy norms. No other liabilities are incurred by the Company in this regard.

(11) Leave Encashment benefit has been charged to Profit and Loss Statement on the basis of actuarial valuation as at the year end in line with the Accounting Standard 15 (AS-15).

As per Accounting Standard 15 (AS -15) (Revised) for Employee Benefits, the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plan:

Contributions to Defined Contribution Plan, recognized as expense for the year are as under:

	2014-15 Rs.	2013-14 Rs.
Employer's Contribution to Provident Fund	4,02,96,549	2,97,62,672
Employer's Contribution to Superannuation Fund	2,30,17,885	2,04,35,974

Defined Benefit Plan :

The Employees' Gratuity Fund Scheme managed by a Trust is a Defined Benefit Plan.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation as per para 65 of the Accounting Standard 15 (AS-15).

Reconciliation of the opening and closing balances of Defined Benefit Obligation:

	Gratuity Funded				
	2014-15 Rs.	2013-14 Rs.	2012-13 Rs.	2011-12 Rs.	2010-11 Rs.
Defined Benefit obligation at the beginning of the year	8,03,41,990	6,76,46,666	6,01,67,673	5,25,57,405	4,44,41,286
Current Service Cost	83,29,710	71,57,174	62,34,526	54,50,637	48,91,649
Interest Cost	64,27,359	54,11,733	48,13,414	42,04,592	35,55,303
Actuarial (gains) and losses on obligation	45,21,767	66,62,303	28,592	38,45,900	34,32,354
Benefits paid	75,14,968	65,35,886	35,97,539	58,90,861	37,63,187
Defined Benefit obligation at the end of the year	9,21,05,858	8,03,41,990	6,76,46,666	6,01,67,673	5,25,57,405

Notes on Accounts (Contd.)

	Leave Encashment Unfunded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	Rs.	Rs.	Rs.	Rs.	Rs.
Defined Benefit obligation at the beginning of the year	2,03,12,528	1,87,79,066	1,53,10,660	1,26,24,398	90,55,557
Current Service Cost	24,97,783	23,86,285	27,25,980	22,22,504	18,32,565
Interest Cost	15,51,854	13,04,444	11,15,516	8,43,450	6,19,756
Actuarial (gains) and losses on obligation	82,89,978	35,85,166	43,05,995	37,82,847	37,33,734
Benefits paid	65,18,380	57,42,433	46,79,085	41,62,539	26,17,214
Defined Benefit obligation at the end of the year	2,61,33,763	2,03,12,528	1,87,79,066	1,53,10,660	1,26,24,398

Reconciliation of the opening and closing balances of fair value of plan assets:

	Gratuity Funded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	Rs.	Rs.	Rs.	Rs.	Rs.
Fair value of plan assets at the beginning of the year	7,48,93,117	6,65,26,614	5,78,21,861	5,06,51,493	3,98,82,262
Expected return on plan assets	70,93,469	59,00,847	55,44,432	48,28,644	41,86,665
Actuarial loss on plan assets	—	—	—	—	—
Contribution by the employer	1,55,68,496	90,01,542	67,57,860	82,32,585	1,03,45,753
Benefits paid	75,14,968	65,35,886	35,97,539	58,90,861	37,63,187
Fair value of plan assets at the end of the year	9,00,40,114	7,48,93,117	6,65,26,614	5,78,21,861	5,06,51,493

Reconciliation of the fair value of assets and obligations:

	Gratuity Funded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	Rs.	Rs.	Rs.	Rs.	Rs.
Fair value of plan assets	9,00,40,114	7,48,93,117	6,65,26,614	5,78,21,861	5,06,51,493
Present value of obligation	9,21,05,858	8,03,41,990	6,76,46,666	6,01,67,673	5,25,57,405
Amount recognized in Balance Sheet	20,65,744	54,48,873	11,20,052	23,45,812	19,05,912

Expenses recognized during the year :

Current Service Cost	83,29,710	71,57,174	62,34,526	54,50,637	48,91,649
Interest Cost	64,27,359	54,11,733	48,13,414	42,04,592	35,55,303
Expected return on plan assets	70,93,469	59,00,847	55,44,432	48,28,644	41,86,665
Actuarial loss (gain)	45,21,767	66,62,303	28,592	38,45,900	34,32,354
Net Cost	1,21,85,367	1,33,30,363	55,32,100	86,72,485	76,92,641

Notes on Accounts (Contd.)

	Leave Encashment Unfunded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	Rs.	Rs.	Rs.	Rs.	Rs.
Fair value of plan assets	—	—	—	—	—
Present value of obligation	—	—	—	—	—
Amount recognized in Balance Sheet	2,61,33,763	2,03,12,528	1,87,79,066	1,53,10,660	1,26,24,398
Expenses recognized during the year :					
Current Service Cost	24,97,783	23,86,285	27,25,980	22,22,504	18,32,565
Interest Cost	15,51,854	13,04,444	11,15,516	8,43,450	6,19,756
Expected return on plan assets	—	—	—	—	—
Actuarial loss (gain)	82,89,978	35,85,166	43,05,995	37,82,847	37,33,734
Net Cost	1,23,39,615	72,75,895	81,47,491	68,48,801	61,86,055

Actuarial Assumptions:

	Gratuity Funded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	1994-96	1994-96	1994-96	1994-96	1994-96
	Ultimate	Ultimate	Ultimate	Ultimate	Ultimate
Discount Rate (p.a.)	8%	8%	8%	8%	8%
Expected rate of return on plan assets (p.a.)	8%	8%	8%	8%	8%
Rate of Escalation in Salary (p.a.)	5%	5%	5%	5%	5%

	Leave Encashment Unfunded				
	2014-15	2013-14	2012-13	2011-12	2010-11
	1994-96	1994-96	1994-96	1994-96	1994-96
	Ultimate	Ultimate	Ultimate	Ultimate	Ultimate
Discount Rate (p.a.)	7.80%	9.10%	8.20%	8%	8%
Expected rate of return on plan assets (p.a.)	0%	0%	0%	0%	0%
Rate of Escalation in Salary (p.a.)	4%	4%	4%	4%	4%

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

- (12) During the year, the Company has accounted for Deferred Tax in accordance with the Accounting Standard 22 (AS-22) "Accounting for Tax on Income". As a result of the adoption of this Standard, the Profit is more by Rs.72.06 lakhs for the year 2014-15 as detailed below:

	2014-15 (Rs. in lakhs)	2013-14 (Rs. in lakhs)
Deferred Tax Asset:		
Unabsorbed Losses / Tax Credit / Depreciation	—	—
Others	115.05	106.38
Total	115.05	106.38
Deferred Tax Liability:		
Depreciation Difference & Others	337.64	401.02
Net Deferred Tax Asset / (Liability)	(222.59)	(294.64)

Deferred Tax Asset on account of unabsorbed depreciation and others have been recognized, as the Company is of the opinion that there is virtual certainty of realization of the same in view of the future profits of the Company.

Notes on Accounts (Contd.)

- (13) The Company availed certain Carry Forward benefits u/s.72A of the Income-Tax Act, 1961 relating to TTK Biomed Ltd., consequent to its merger with the Company. For availing these benefits, certain conditions have to be fulfilled under Rule 9C of the Income-Tax Rules, 1962.
- The Company could not fulfill one of the conditions and hence an application was made to CBDT for relaxation of the condition under the said Rule 9C.
- The CBDT while disposing of the application had advised the Company to refer the matter to the Specified Authority. Subsequently, the Company has filed necessary application with the Specified Authority. Upon receipt of the decision from the Specified Authority, the matter will be suitably dealt with.
- (14) The Company availed certain Carry Forward benefits u/s.72A of the Income-Tax Act, 1961, relating to TTK Medical Devices Ltd., consequent to its merger with the Company.
- For availing these benefits, certain conditions have to be fulfilled under Rule 9C of the Income Tax Rules, 1962.
- The Company could not fulfill certain conditions and hence an Application / Review Petition was filed with CBDT for relaxation of these conditions. The said Application / Review Petition for relaxation of the conditions was rejected by CBDT. Against this, the Company already filed a Writ Petition in the Hon'ble High Court of Judicature at Madras in February 2012. Upon receipt of the decision from the Hon'ble High Court, the matter will be suitably dealt with.
- (15) During the year, the Company has written off non-recoverable debts to the extent of Rs.28,30,775/- (Previous Year - Rs.77,72,634/-).
- (16) The Board of Directors at their meeting held on 30.04.2013 approved the Scheme of Amalgamation of TTK Protective Devices Ltd. (TTKPD) (formerly TTK-LIG Ltd.) and its Wholly Owned Subsidiary TSL Techno Services Ltd. (TSL) with the Company, the appointed date being 01.04.2012. Under the Scheme, the Shareholders of TTKPD would be allotted 9 Equity shares of Rs.10/- each fully paid-up of the Company for every 2 Equity shares of Rs.10/- each fully paid-up held by them in TTKPD. No shares would be allotted to the Shareholders of TSL as its value having been considered as part of the valuation of TTKPD.
- The said Scheme has been duly approved by the shareholders and the Company has filed necessary petition before the Hon'ble High Court of Judicature at Madras for obtaining its sanction.
- The Directors have also extended the time limit of the Scheme upto 31st March, 2016.
- (17) The Company is setting up a Pellet (Pappad) Manufacturing Plant at Jaipur. The Project is in progress and is expected to commence commercial production during the second quarter of 2015-16.
- Capital Work-in-Progress amounting to Rs.4507.76 lakhs represents the Capital expenditure incurred for this project and the same would be capitalised immediately upon commissioning of the Plant.
- (18) In accordance with the provisions of Sec.135 of the Companies Act, 2013 and the Rules made thereunder, the Company is required to spend Rs.43.22 lakhs being 2% of the average net profit of the Company made during the three immediately preceding financial years towards Corporate Social Responsibility activities. Accordingly, the Company has contributed a sum of Rs.44 lakhs towards the CSR activities for the eligible projects during the year.
- (19) The Company has provided depreciation in accordance with the provisions of Schedule II to the Companies Act, 2013. As a result of this, the depreciation relating to the period prior to 1.4.2014 amounting to Rs.55.47 lakhs was adjusted against the Opening Reserves of the Company. Further, the depreciation for the year 2014-15 has been charged to Profit and Loss Statement as per the revised rates.
- (20) The Public Works Department increased the Water Charges for the water drawn by the Paper Division from the river Bhavani from Rs.60/- per 1000 Cu. Mtr to Rs.500/- per 1000 Cu. Mtr on the contracted quantity of water, with effect from 9.5.1991. The Company filed a writ petition in the Hon'ble High Court of Judicature at Madras and as per the interim order dated 9.7.1991, passed by the Hon'ble Court, the Company was paying water charges @ Rs.200/- per 1000 Cu. Mtr of water on the actual quantity of water drawn and with effect from 01.04.1993 on the contracted quantity. The Writ was disposed off by the Hon'ble Court by remanding the matter to the Public Works Department.
- After series of litigations, the Public Works Department confirmed the water charges at the rate of Rs.500/- per 1000 Cu. Mtr on the contracted quantity. The Company has moved the Hon'ble High Court challenging the validity of payment on the contracted quantity instead of actual quantity of water drawn and this matter is pending before the Hon'ble High Court of Judicature at Madras.
- As against the demand of Rs.175.39 lakhs consisting of Rs.49.66 lakhs towards the arrear water charges and Rs.125.73 lakhs towards interest upto the period 31.12.2008, the Company has fully paid the principal amount of Rs.49.66 lakhs.
- Further, the Company has also made a request for waiver of the interest charges to PWD and the request is pending before them.

Notes on Accounts (Contd.)

Since the Paper Division has been disposed off, the liability, if any, on this account upto the date of sale (i.e. 14.11.1999), will have to be borne by the Company. As a matter of prudence, the Company has made a provision of Rs.12 lakhs during the year and the cumulative provision available on this account as on 31.3.2015 is Rs.91.85 lakhs (Previous Year - Rs.79.85 lakhs).

(21) Earnings per Share as per Accounting Standard 20 (AS-20):

	2014-15	2013-14
	Rs.	Rs.
Profit after Tax (Current/Deferred Tax) & Extraordinary item(s) (Rs. in lakhs)	1,615.52	1,238.87
Weighted Average number of Equity Shares used as denominator for calculating EPS (in lakhs Shares)	77.66	77.66
Earnings per share of Rs.10/-each	20.80	15.95

- (22)** The Company has acquired certain assets on Finance Lease on or after 1st April, 2001, amounting to Rs.2,80,34,366/- (Previous Year - Rs.2,45,58,765/-) The minimum Lease rental outstanding as of 31st March, 2015 in respect of these assets were as follows:

Particulars	Total Minimum Lease payments outstanding as on		Future Interest on Outstanding of Lease payments as on		Present value of Minimum Lease Payments as on	
	31.03.2015 Rs.	31.03.2014 Rs.	31.03.2015 Rs.	31.03.2014 Rs.	31.03.2015 Rs.	31.03.2014 Rs.
Within one year	62,33,600	56,88,550	19,50,069	17,35,606	42,83,531	39,52,944
Later than one year and not later than 5 years	1,21,30,565	1,07,28,925	22,94,186	20,68,586	98,36,379	86,60,339
Later than 5 years	—	—	—	—	—	—
Total	1,83,64,165	1,64,17,475	42,44,255	38,04,192	1,41,19,910	1,26,13,283

(23) Related Party disclosures as per Accounting Standard 18 (AS-18):**(a) The Company had transactions with the following related parties:****Associates/ Others:**

T T Krishnamachari & Co., Pharma Research & Analytical Laboratories, TTK Prestige Ltd., TTK Protective Devices Ltd. (formerly TTK-LIG Ltd.), Packwell Packaging Products Ltd.

Key Management Personnel:

Mr T T Raghunathan / Mr K Vaidyanathan (till 31.08.2014)

Relatives of Key Management Personnel:

Mr T T Lakshman - General Manager-Projects (Foods Division).

(b) Summary of the transactions with the above related parties is as follows:

(figures in brackets are in respect of the previous year)

(Rs. in lakhs)

Particulars	Associates/ Others	Key Management Personnel	Relatives of Key Management Personnel	Total
Sales	8.91	—	—	8.91
	(12.36)	—	—	(12.36)
Other Receipts	5.07	—	—	5.07
	(7.43)	—	—	(7.43)
Purchases	2,701.40	—	—	2,701.40
	(2,364.05)	—	—	(2,364.05)
Salary	—	165.22	26.25	191.47
	—	(145.32)	(25.66)	(170.98)
Other Payments	762.48	—	—	762.48
	(688.10)	—	—	(688.10)

Notes on Accounts (Contd.)

(c) Balances outstanding as on 31.03.2015

(figures in brackets are in respect of the previous year)

(Rs. in lakhs)

Particulars	Associates/ Others	Key Management Personnel	Relatives of Key Management Personnel	Total
Amount due to the Company against supplies	1.39	—	—	1.39
	(2.45)	—	—	(2.45)
Other Current Assets	25.50	—	—	25.50
	(25.50)	—	—	(25.50)
Amount owed by the Company against purchases	288.93	—	—	288.93
	(271.22)	—	—	(271.22)
Other Current Liabilities	66.83	88.48	2.40	157.71
	(67.14)	(54.63)	(2.40)	(124.17)

(24) Disclosure as required by Accounting Standard 29 (AS-29) - Provisions, Contingent Liabilities and Contingent Assets:

Movement in Provisions (figures in brackets are in respect of previous year)

(Rs. in lakhs)

Particulars	As at 01.04.2014	Additions	Amount used / reversed	As at 31.03.2015
Income-Tax	3,443.00	1,090.00	—	4,533.00
	(2,745.00)	(698.00)	—	(3,443.00)

Movement in Contingent Liabilities (figures in brackets are in respect of previous year):

(Rs. in lakhs)

Particulars	As at 01.04.2014	Additions	Amount used / reversed	As at 31.03.2015
Income-Tax & Fringe Benefit Tax	1,052.53	245.00	—	1,297.53
	(857.53)	(195.00)	—	(1,052.53)
Central Excise, Customs, Sales Tax, etc.	416.03	30.14	51.52	394.65
	(427.71)	(0.35)	(12.03)	(416.03)
Other Contingent Liabilities	251.45	43.00	42.25	252.20
	(373.66)	—	(122.21)	(251.45)

Notes:

The disputed Income Tax/ Fringe Benefit Tax liabilities amounting to Rs.1297.53 lakhs have not been acknowledged as debts and have been classified under Contingent Liabilities.

Similarly, Rs.394.65 lakhs being the disputed Central Excise/Customs/Sales Tax liabilities have not been acknowledged as debts and have been classified under contingent liabilities.

Other Contingent Liabilities include disputed liability towards water charges amounting to Rs.33.88 lakhs as per the details given in Point No.20 of the Notes on Accounts.

Necessary Appeals have been filed with the authorities concerned against the disputed liabilities.

(25) Previous year's figures have been regrouped and reclassified wherever necessary to conform to the current year's presentation. Figures have been rounded off to the nearest rupee.

Notes on Accounts (Contd.)

STATEMENT SHOWING SIGNIFICANT ACCOUNTING POLICIES

System of Accounting

Basis for preparation of accounts:

The Accounts have been prepared to comply in all material aspects with applicable Accounting Principles in India, the applicable Accounting Standards as notified under Companies (Accounting Standards) Rules, 2006 and according to the provisions of the Companies Act, 2013. Financial Statements are prepared based on historical cost and on the basis of a going concern. The Company follows the mercantile system of Accounting and recognizes income and expenditure on an accrual basis.

Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of freight, taxes, insurance, etc., relating to the acquisition including installation/erection charges up to the date the asset is put to use, as applicable. In the case of Revaluation of any Fixed Assets, the same are stated at revalued amounts.

Depreciation

Depreciation is being charged at the rates prescribed in Schedule II to the Companies Act, 2013. In respect of the Capital expenditure incurred on Leasehold Assets, the same is amortized over the duration of the lease.

Investments

Current investments are carried at the lower of cost or quoted / fair value, categorywise. Long-term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

Foreign Currency Transactions

Monetary liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates.

The resultant gain / loss, if any, is recognized in Profit and Loss Statement except exchange differences on liabilities incurred for acquisition of fixed assets which are adjusted to the carrying amounts of the respective assets.

Non-Monetary Assets / Liabilities related to foreign currency transactions are reported at the rates on the date of transaction.

Value of Inventories

- Raw and Packing Materials and Consumables are valued at cost on FIFO basis.
- Finished Goods are valued at lower of cost or realizable value.
- Work-in-Progress is valued at works cost.

Revenue Recognition:

Sales are stated at net of returns and sales tax. The Excise Duty relatable to sales is separately disclosed and deducted from Sales. Sales Revenue is recognized

when significant risks and rewards of ownership of the goods have passed to the buyer.

Dividend income from investments is accounted for when the right to receive the payment is established.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Borrowing Costs

Borrowing costs are expensed as and when incurred. Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by weighted average number of Equity Shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to Equity Shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of dilutive part of Equity Shares, if any.

Treatment of Retirement Benefits

Based on the actuarial valuation, provisions have been made for the differential amounts in Gratuity / Leave Encashment obligations as per the requirements of Accounting Standard 15 (AS-15).

Taxes on Income

Current Tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

Provisions & Contingencies

Provisions are recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made.

Contingent Liabilities are clearly disclosed while Contingent Assets, if any, are neither recognized nor disclosed.

Annexure to our Report of date

For M/s. AIYAR & CO.
Chartered Accountants
Regn.No.000063S

N. SRIDHARAN
Proprietor
Membership No. 20503

Place : Chennai
Date : May 21, 2015

For M/s. S VISWANATHAN
Chartered Accountants
Regn.No.004770S

C N SRINIVASAN
Partner
Membership No. 18205

T T Jagannathan, Chairman
T T Raghunathan, Executive Vice Chairman
R K Tulshan, Director
Dr K R Srimurthy, Director
B N Bhagwat, Director
K Shankaran, Director
Dr (Mrs) Vandana R Walvekar, Director
Girish Rao, Director
S Balasubramanian, Director
S Kalyanaraman, Director & Secretary
B V K Durga Prasad, Senior Vice President - Finance

Segmentwise Revenue, Results & Capital Employed

Segmentwise Revenue & Results:

(Rs. in lakhs)

Particulars	2014-15			2013-14		
	Segment Revenue	Excise Duty relating to Sales	Net Segment Revenue	Segment Revenue	Excise Duty relating to Sales	Net Segment Revenue
Segment Revenue:						
Pharmaceuticals	26,296.77	21.50	26,275.27	22,456.47	12.73	22,443.74
Medical Devices	1,979.64	—	1,979.64	1,806.70	—	1,806.70
Consumer Products	14,215.38	—	14,215.38	12,499.25	—	12,499.25
Foods	5,712.28	—	5,712.28	4,726.13	—	4,726.13
Others	72.16	—	72.16	80.43	—	80.43
Total Segment Revenue	48,276.23	21.50	48,254.73	41,568.98	12.73	41,556.25
Less: Inter Segment Revenue	—	—	—	—	—	—
Net Sales	4,8276.23	21.50	48,254.73	41,568.98	12.73	41,556.25
Segment Results:						
[Profit / (Loss) before Interest & Tax]						
Pharmaceuticals			2,510.23			2,189.69
Medical Devices			301.89			401.81
Consumer Products			(543.65)			(744.65)
Foods			1,236.83			1,104.01
Others			26.25			(90.04)
Total Segment Results			3,531.55			2,860.82
Less: Interest Expenses			364.23			298.79
Less: Unallocable Expenses (Net of Unallocable Income)			533.86			595.47
Total Profit/(Loss) before Tax			2,633.46			1,966.56

Segmentwise Revenue, Results & Capital Employed (Contd.)

Capital Employed (Segment Assets less Segment Liabilities):

	(Rs. In lakhs)	
Particulars	As on 31.03.2015	As on 31.03.2014
Pharmaceuticals	1,048.98	1,090.45
Medical Devices	1,228.77	1,238.70
Consumer Products	(253.16)	(301.57)
Foods	7,700.97	4,939.34
Others	(21.10)	(37.74)
Total Capital Employed in Segments	9,704.46	6,929.18
Add: Unallocable Corporate Assets less Unallocable Corporate Liabilities	6,782.55	7,432.18
Total Capital Employed in Company	16,487.01	14,361.36
Total Assets Exclude:		
Investments	13.37	13.37
Deferred Tax Asset	115.05	106.38
Total Liabilities Exclude:		
Secured Loans	4,030.12	3,024.01
Unsecured Loans	—	—
Deferred Tax Liability	337.64	401.02
Proposed Dividend including Dividend Tax	420.61	363.43

Notes:

1. Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17) considering the organization structure and the differential risks and returns of these segments.
2. Segment Sales is net of Excise Duty related to the Sales of own manufactured goods for the current as well as for the previous year.
3. Details of products included in each of the segments are as below:
 - Pharmaceuticals include products for both Human and Veterinary use. It also includes OTC Brands like Woodward's Gripewater distributed by the Consumer Products Division.
 - Medical Devices include Artificial Heart Valves, Orthopaedic Implants, etc.
 - Consumer Products consists of marketing and distribution of EVA Range of Cosmetics, Good Home Range of Scrubbers, Air Freshners, etc. (Own Brands) and also trading of Branded Condoms.
 - Foods comprise of manufacturing and marketing of Food Products.
 - "Others" comprise of Printing and Publishing of Maps and Atlases.
4. The segmentwise revenue, results and capital employed figures relate to respective amounts directly identifiable to each of the segments. The unallocable expenditure includes expenses incurred on common services at the corporate level and also those expenses not identifiable to any specific segment.
5. The previous year's figures have been regrouped and reclassified, wherever necessary to conform to the current year's presentation.

Financial Highlights

(Rs. in lakhs)

	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
Sales & Other Income	48,949.44	42,230.31	38,903.69	35,844.64	31,535.20	25,619.81	22,490.92	22,645.86	21,721.21	19,233.95
Profit Before Tax	2,633.46	1,966.56	2,162.17	2,354.83	2,214.44	1,550.23	1,337.45	2,199.11	584.39	498.31
Current Tax	1,090.00	698.00	710.00	770.00	730.00	535.00	215.00	272.44	54.30	32.98
Deferred Tax	(72.06)	29.70	31.82	21.91	12.25	102.49	239.98	(617.83)	(130.00)	(159.00)
Fringe Benefit Tax	—	—	—	—	—	—	95.00	90.00	100.00	106.00
Profit After Tax	1,615.52	1,238.87	1,420.35	1,562.91	1,472.19	912.74	787.47	1,218.84	300.09	200.33
Dividend - Amount	349.47	310.64	310.64	310.64	310.64	271.81	242.63	243.31	202.76	132.21
Rate	45%	40%	40%	40%	40%	35%	30%	30%	25%	20%
Tax on Dividend	71.14	52.79	52.79	50.39	50.39	46.19	41.23	41.35	34.46	18.54
Retained Earnings	1,194.91	875.44	1,056.92	1,201.88	1,111.16	594.74	503.62	934.18	62.87	49.58
Sources & Applications of Funds :										
Net Block	9,757.21	5,563.50	4,374.70	3,928.55	3,739.01	3,032.09	2,098.21	1,796.80	2,854.36	3,123.22
Investments	13.37	13.37	76.81	676.81	683.60	815.37	815.37	315.37	13.37	13.87
Net Current Assets	5,920.74	7,019.67	7,528.52	6,251.86	4,602.91	4,246.79	4,908.32	4,799.79	2,444.57	829.13
Long Term Loans & Advances	1,152.45	2,143.16	1,123.21	703.02	—	—	—	—	—	—
Deferred Tax Asset	115.05	106.38	85.43	65.39	54.50	69.44	177.27	413.83	1,234.09	1,397.29
Deferred Tax Liability	(337.64)	(401.02)	(350.38)	(298.51)	(265.71)	(268.40)	(273.74)	(270.32)	(472.75)	(505.95)
Miscellaneous Expenditure	—	—	—	—	—	—	—	—	104.60	148.34
Total Assets	16,621.18	14,445.06	12,838.29	11,327.12	8,814.31	7,895.29	7,725.43	7,055.47	6,178.24	5,005.90
Share Capital	776.60	776.60	776.60	776.60	776.60	776.60	808.75	811.04	811.04	661.04
Reserves	11,050.45	9,916.04	9,045.63	7,993.74	6,796.88	5,690.74	5,400.88	4,921.26	3,992.11	2,989.26
Borrowings	2,230.12	1,324.01	2,155.40	1,754.51	1,240.83	1,427.95	1,515.80	1,323.17	1,375.09	1,355.60
Long Term Liabilities	2,564.01	2,428.41	860.66	802.27	—	—	—	—	—	—
Total Liabilities	16,621.18	14,445.06	12,838.29	11,327.12	8,814.31	7,895.29	7,725.43	7,055.47	6,178.24	5,005.90

Notes

This image shows a full page of white paper with horizontal blue dashed lines. The lines are evenly spaced and run across the width of the page, providing a guide for handwriting practice. There are no margins, text, or other markings on the page.



TTK HEALTHCARE LIMITED

Regd. Office: No.6, Cathedral Road, Chennai 600 086

CIN : L24231TN1958PLC003647, Web: www.ttkhealthcare.com, Email : investorcare@ttkhealthcare.com, Tel : +91 44 28116106 / 28113804

FORM NO. MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____ Folio No. / DP ID and Client ID: _____

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

1. Name : _____	2. Name : _____	3. Name : _____
Address : _____	Address : _____	Address : _____
_____	_____	_____
_____	_____	_____
Email ID: _____	Email ID: _____	Email ID: _____
Signature: _____, or failing him	Signature: _____, or failing him	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Fifty Seventh Annual General Meeting** of the Company, to be held on the 7th August, 2015, at 10.15 a.m., at **The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Type of Resolution	Optional*		
			For	Against	Abstain
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with the Reports of Directors and Auditors thereon.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of Dividend.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of Mr R K Tulshan as a Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of the appointment of Auditors and to fix their remuneration.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr S Kalyanaraman as a Director.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Ratification for the remuneration payable to the Cost Auditors of the Company for the year 2015-16.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re.1
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please refer to the Notice of the Fifty Seventh Annual General Meeting for the Resolutions, Explanatory Statements and Notes.
- * This is only optional. Please put 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) before submission.





TTK HEALTHCARE LIMITED

Regd. Office: No.6, Cathedral Road, Chennai 600 086

CIN : L24231TN1958PLC003647, Web: www.ttkhealthcare.com, Email : investorcare@ttkhealthcare.com, Tel : +91 44 28116106 / 28113804

FORM NO. MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____ Folio No. / DP ID and Client ID: _____

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

1. Name : _____	2. Name : _____	3. Name : _____
Address : _____	Address : _____	Address : _____
_____	_____	_____
_____	_____	_____
Email ID: _____	Email ID: _____	Email ID: _____
Signature: _____, or failing him	Signature: _____, or failing him	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Fifty Seventh Annual General Meeting** of the Company, to be held on the 7th August, 2015, at 10.15 a.m., at **The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Type of Resolution	Optional*		
			For	Against	Abstain
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with the Reports of Directors and Auditors thereon.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of Dividend.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of Mr R K Tulshan as a Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of the appointment of Auditors and to fix their remuneration.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr S Kalyanaraman as a Director.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Ratification for the remuneration payable to the Cost Auditors of the Company for the year 2015-16.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re.1
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please refer to the Notice of the Fifty Seventh Annual General Meeting for the Resolutions, Explanatory Statements and Notes.
- * This is only optional. Please put 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) before submission.



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TTK HEALTHCARE LIMITED

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CIN : L24231TN1958PLC003647, Web: www.ttkhealthcare.com
Email : investorcare@ttkhealthcare.com, Tel : +91 44 28116106 / 28113804

FIFTY SEVENTH ANNUAL GENERAL MEETING

Date : 7th August, 2015 Time : 10.15 a.m.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	
Joint holder(s) No. of shares held	
Signature of the Shareholder / Proxy Present	

1. I hereby record my presence at the **FIFTY SEVENTH ANNUAL GENERAL MEETING** of the Company at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014.
2. Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
3. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVSN (e-Voting Sequence Number)	User ID	

Note :

The Voting period starts at 9.30 a.m. on 3rd August, 2015 and ends at 5.00 p.m. on 6th August, 2015. Thereafter, the voting module shall be disabled by CDSL. Kindly refer to the e-Voting instructions overleaf.

Instructions for e-Voting

- (i) The voting period begins at 9.30 a.m. on 3rd August, 2015 and ends at 5.00 p.m. on 6th August, 2015. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2015, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID:
 - (a) For CDSL: 16 digits beneficiary ID;
 - (b) For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

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

* Members who have not updated the PAN details with the Company/ Depository Participant are requested to use the "Sequence Number" provided under the e-Voting details in the Attendance Slip in the PAN details field. (Wherever Members have updated the PAN details, the same has also been provided, for the ready reference to the Members).

Members who have not updated their DOB or Dividend Bank Details with the Company / Depository Participant are requested to use the User ID, as provided under the e-Voting details in the Attendance Slip, in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "TTK HEALTHCARE LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the password earlier used then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & 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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin and login password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call toll free No.1800 200 5533.