

EXTENDING OUR WINGS



ADDING CARE TO CURE

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Extending our wings, Adding care to cure

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The year 2015/16 proved to be a watershed year for our **healthcare unit**, which staged a significant turnaround in sales and profitability through an innovative managed healthcare model which enabled the coverage of more than **1.5 million patients across Kenya**.

Efforts are underway to replicate this healthcare model in other **Sub-Saharan African countries** where Bliss GVS brands occupy leadership positions in various pharmaceutical segments.

We expect to realize significant benefits in positioning the Bliss GVS brand as a provider of **accessible, affordable and high quality pharmaceutical products and patient care**.

ADDING CARE TO CURE



MD'S MESSAGE TO SHAREHOLDERS



34%

On a consolidated basis, revenue increased 34% to ₹ 54,689 lacs and PBT was up by 54% to ₹ 14,819 lacs. EPS rose to 8.0 vs 5.8 last year on a consolidated basis.



Dear Shareholders,

It gives me great pleasure to present our Company's 31st Annual Report. In a nutshell:

- On a consolidated basis, revenue increased 34% to ₹ 54,689 lacs and PBT was up by 54% to ₹ 14,819 lacs. EPS rose to 8.0 vs 5.8 last year on a consolidated basis
- On a standalone basis, revenue was steady at ₹ 32,638 lacs, PBT up 9% to ₹ 10,021 lacs. EPS rose to 6.3 vs 5.8

As a group, the most exciting development last year was the sensational turnaround of our managed healthcare operations in Kenya, which swung the unit into profitability and also made a telling contribution to our consolidated numbers. Bliss GVS Healthcare Limited (BGHL) operates an innovative Public-Private engagement model to address unmet healthcare requirements in Kenya through its chain of clinics and partner service providers. Over the course of last year, BGHL won a USD 35 million contract to manage outpatient healthcare services of more than 1.5 million members. The successful roll-out of this contract has created a solid foundation for BGHL to increase its reach and capture a substantial proportion of this managed

healthcare market. On a group level, we see significant synergies in our pharmaceutical operations working in conjunction with our healthcare operations to consolidate the position of the Bliss GVS brand as a provider of accessible, affordable and high quality pharmaceutical products and patient care. We have also received interest in the managed healthcare model from other Sub-Saharan African (SSA) markets, where our pharmaceutical operations are very well established. This represents an exciting opportunity that will provide sustainable growth potential for our group.

Our pharmaceuticals business posted stable numbers despite the macroeconomic challenges faced in most SSA markets. Across the SSA region, we remain focused to leverage our market leading position in anti-malarials to build brands in other segments. We continue to increase local presence in chosen markets in SSA order to enhance brand penetration and have better control over the supply-chain. Our persistent investment in R&D has started to yield fruitful results. Last year, we added new products in tablets, dry powder sachets, suppositories and pessaries dosage forms across anti-malarial, anti-inflammatory, anti-fungal and laxative therapeutic categories. Looking forward, we have a robust

pipeline of products in development that we will file for registration over the coming year across African, Russian & CIS, South-East Asian and European markets.

It is important to acknowledge the currency devaluations experienced by many commodity producing nations over the course of last year, which have posed additional challenges to exporting products to these countries. This remains a critical risk factor to monitor for all export-focused pharmaceutical companies. It also provides added reason to increase the global reach of our products in order to geographically diversify our business.

To conclude, I am confident we are in a good position to capitalize on growth opportunities in pharmaceuticals and healthcare across our markets. I would like to sincerely thank all shareholders, partners and employees for their support over the last year and look forward to this support in taking the Bliss GVS group to new heights in the years to come.

Yours sincerely,

S. N. Kamath
Managing Director



BGHL has a team of experienced and licensed professionals offering:

+ Specialist Doctor Consultation:

- o Gynecology
- o Physiotherapy
- o Dental consultation
- o Optical consultation

+ Radiology & Imaging:

- o X-Ray
- o Ultrasound
- o MRI*
- o CT-scan*
- o Mammography*

+ Minor surgeries

- + Pathology**
- + Pharmacy**
- + Fleet of ambulances**

**Services that were being added as of 31.03.16*



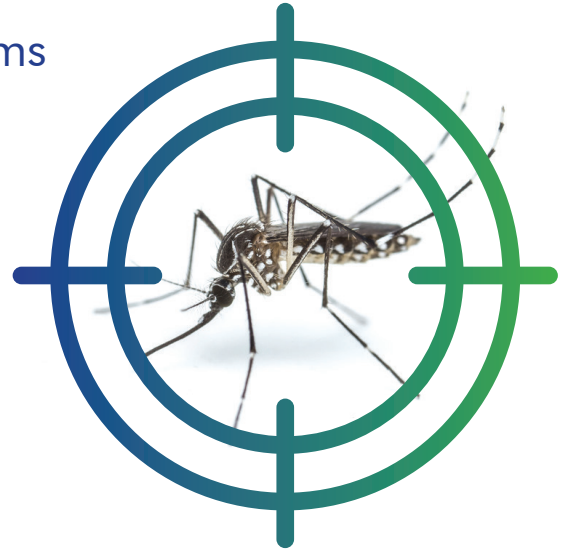
Cloud-based **e-clinic solution rollout planned** for the coming year:

It will connect all clinics and share the patient information among caregivers to better serve customers.



THE ANTI-MALARIAL EXPERTS

The only Company that offers anti-malarials across ALL dosage forms



TABLETS / DISPERSIBLE TABLETS

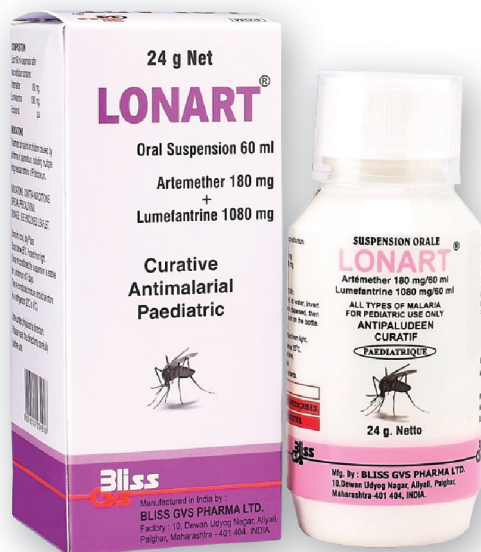
- Artemether + Lumefantrine
- Artesunate + Amodiaquine
- Dihydroartemisinin + Sulfadoxine + Pyrimethamine
- Dihydroartemisinin + Piperazine



INJECTABLES

- Artemether
- Artesunate
- Alpha-Beta-Arteether





SUSPENSIONS

- Artemether + Lumefantrine
- Dihydroartemisinin + Piperaquine
- Amodiaquine Hydrochloride
- Sulfadoxine + Pyrimethamine
- Quinine Sulphate



SUPPOSITORY

- Artesunate

Pioneers in introducing the 6 dose artemether & lumefantrine formulation, dihydroartemisinin & piperaquine suspension

EU-GMP, PIC/s, WHO-GMP, OHSAS-18001 & ISO-14001

THE SUPPOSITORY & PESSARY EXPERTS

Extensive range of Suppositories & Pessaries catering to different therapeutic segments

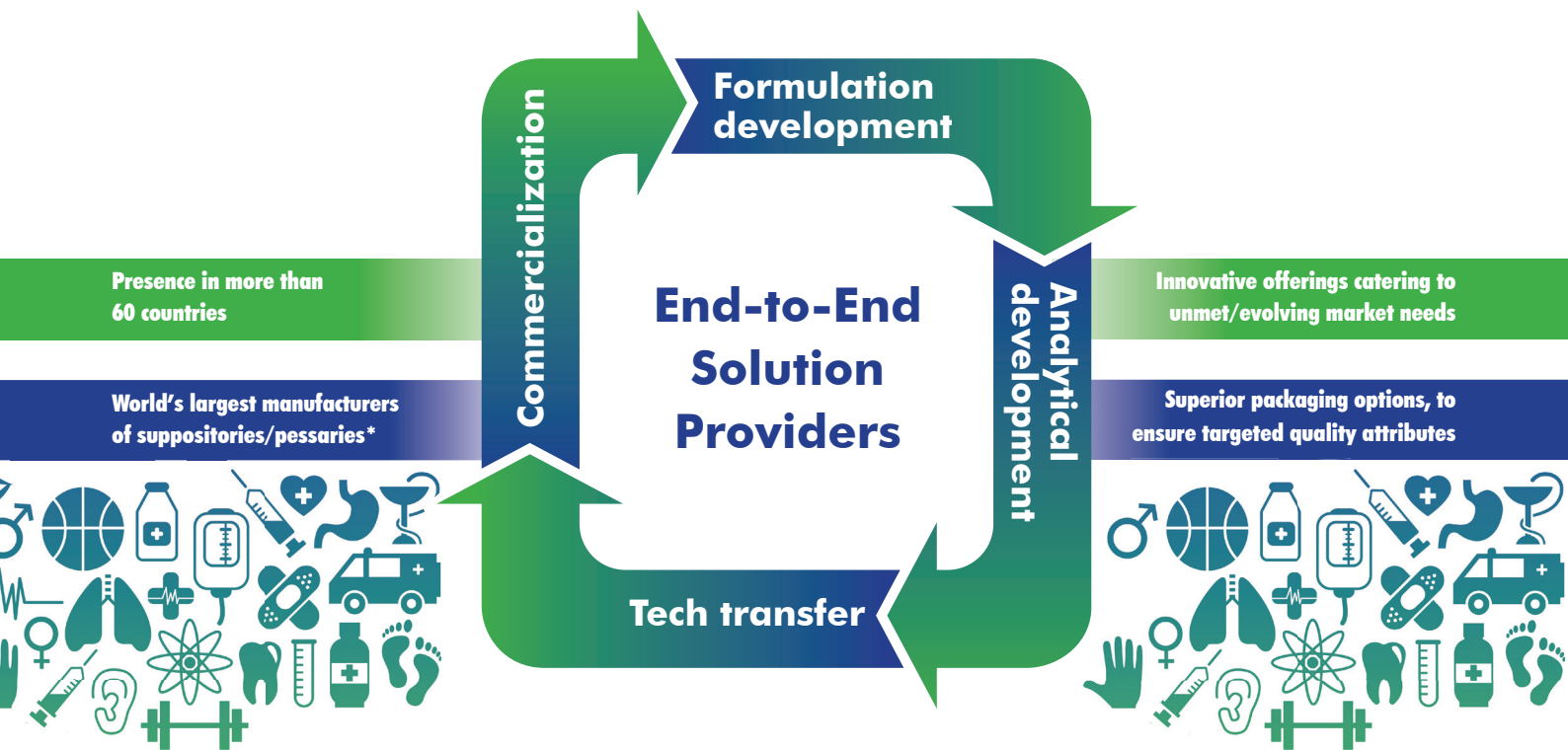
Suppositories Basket

- Anti-Malarial
- Anti-Haemorrhoidal
- Anti-Spasmodic
- Laxatives
- Anti-Inflammatory
- Anti-Emetic
- Anti-Pyretic

Pessaries Basket

- Anti-Fungal
- Anti-Bacterial
- Contraceptive
- Lubricants





*By installed capacity

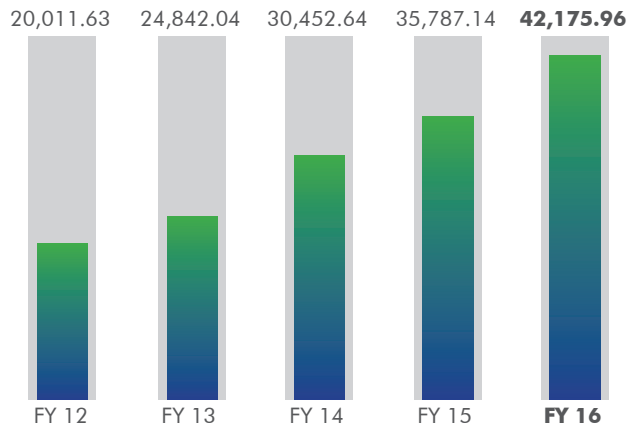
EU-GMP, PIC/s, WHO-GMP,
OHSAS-18001 & ISO-14001

FINANCIAL HIGHLIGHTS

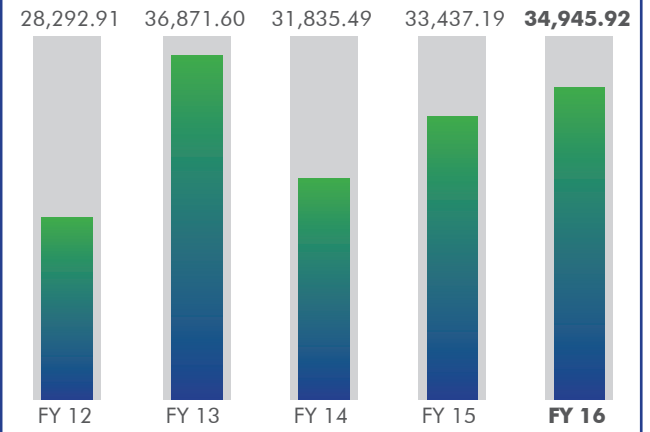
(₹ in Lacs)

| Financial Information | 2011-12 | 2012-13 | 2013-14 | 2014-15 | 2015-16 |
|---------------------------|-----------|-----------|-----------|-----------|------------------|
| Share Capital | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 |
| Reserves | 20,011.63 | 24,842.04 | 30,452.64 | 35,787.14 | 42,175.96 |
| Borrowings | 516.30 | 7,188.56 | 6,827.70 | 5,858.57 | 6,178.68 |
| Gross Block | 6,503.85 | 7,795.14 | 9,080.86 | 11,958.70 | 12,491.52 |
| Net Block | 4,065.91 | 4,944.16 | 5,783.70 | 8,150.39 | 8,107.45 |
| Revenue Account | | | | | |
| Sales & Other Income | 28,292.91 | 36,871.60 | 31,835.49 | 33,437.19 | 34,945.92 |
| Depreciation | 364.61 | 442.78 | 446.16 | 507.83 | 585.24 |
| Profit Before Tax | 7,971.25 | 10,483.23 | 8,229.84 | 9,125.45 | 10,021.17 |
| Profit After Tax | 5,282.90 | 5,668.20 | 5,392.65 | 6,001.55 | 6,561.47 |
| Earnings per Share (in ₹) | 5.12 | 5.50 | 5.23 | 5.82 | 6.36 |
| Dividend (%) | 75.00 | 70.00 | 50.00 | 70.00 | 50.00 |
| Net Worth | 21,043.10 | 25,873.50 | 31,484.11 | 36,818.61 | 43,207.43 |
| EBIDTA | 8,646.85 | 11,581.48 | 9,619.63 | 10,754.45 | 11,917.39 |

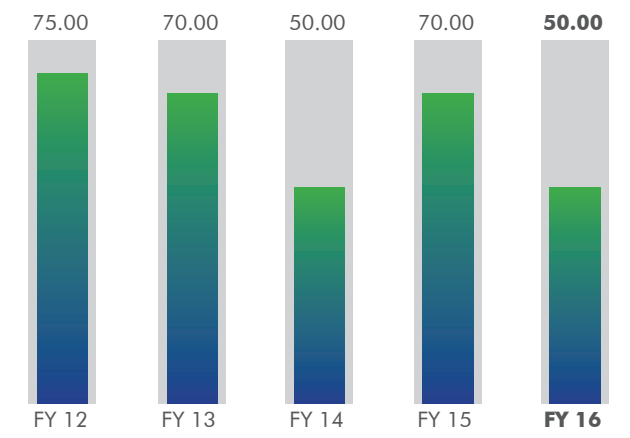
Reserves (₹ in Lacs)



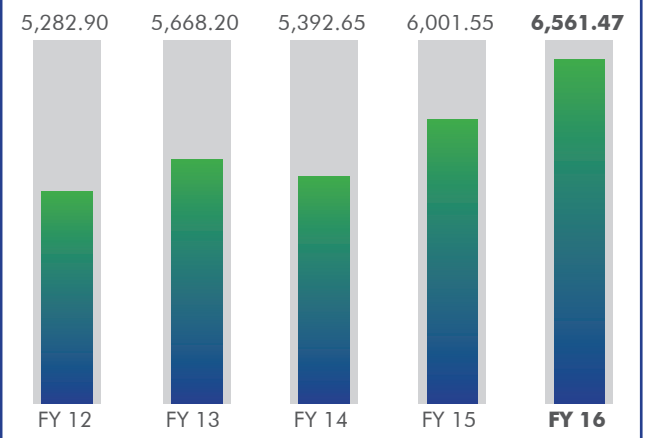
Sales & Other Income (₹ in Lacs)



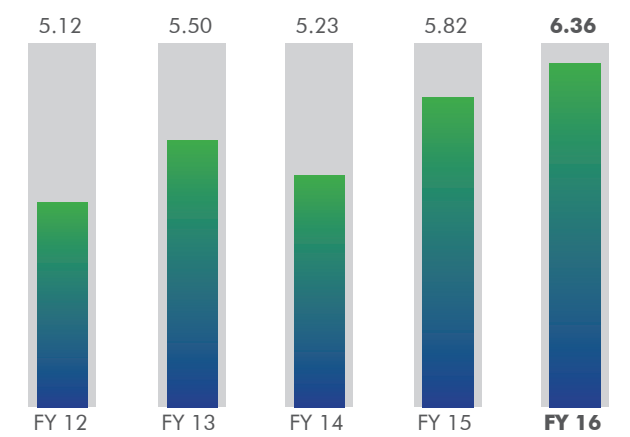
Dividend (%)



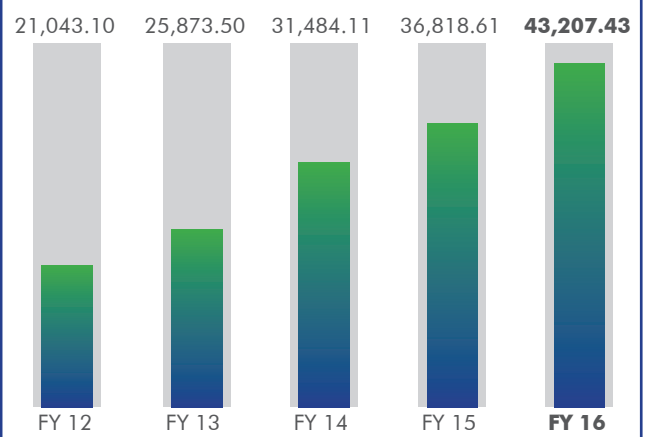
Profit After Tax (₹ in Lacs)



Earnings per Share (in ₹)



Net Worth (₹ in Lacs)



BOARD OF DIRECTORS



Mr. Mayank S. Mehta
Chairman and Independent Director



Mr. S. N. Kamath
Managing Director



Mr. Gautam R. Ashra
Non-Executive Director



Dr. Vibha Gagan Sharma
Whole-Time Director



Mrs. Shruti Vishal Rao
Whole-Time Director



Mr. S. R. Vaidya
Independent Director



Mr. Santosh Parab
Independent Director



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mayank S. Mehta
Chairman and Independent Director

Mr. S. N. Kamath
Managing Director

Mr. Gautam R. Ashra
Non-Executive Director

Dr. Vibha Gagan Sharma
Whole-Time Director

Mrs. Shruti Vishal Rao
Whole-Time Director

Mr. S. R. Vaidya
Independent Director

Mr. Santosh Parab
Independent Director

REGISTERED OFFICE

102, Hyde Park, Saki Vihar Road,
Andheri (East), Mumbai - 400 072.
Phone No. : +91-22-42160000
Fax No. : +91-22-28563930
E-Mail : info@blissgvs.com
Website : www.blissgvs.com

BANKERS

The Federal Bank Ltd
Export Import Bank of India
State Bank of Bikaner and Jaipur
FirstRand Bank Ltd

AUDITORS

B. K. Khare & Co., Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

Universal Capital Securities Pvt. Ltd.
21, Shakeel Niwas, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.
Phone No. : +91-22-28366620

MANUFACTURING UNITS

Plot No. : 10, 11 & 12,
Village : Aliyali,
Palghar Taluka, Dist. Thane,
Maharashtra - 401 404.

RESEARCH & DEVELOPMENT CENTRE

4th Floor, J Wing, Tex Centre
Near HDFC Compound,
Chandivali, Andheri (E),
Mumbai - 400 072.



- 2.4 Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.
- 2.5 Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- 2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
3. Encashment of leave, if any, will be paid as per the Company's policy and will be included in the computation of ceiling of perquisites.
4. Provident Fund is payable in accordance with the applicable law. The Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr. S. N. Kamath's appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in Schedule V to the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government."

"RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Mr. S. N. Kamath under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

AND RESOLVED FURTHER THAT Mr. S. N. Kamath shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to him. Subject to the superintendence, control and

direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interests of the Company."

5. Reappointment of Dr. Vibha G. Sharma as a Whole time Director:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, the consent of the Company be and is hereby accorded for the reappointment of Dr. Vibha G. Sharma as a Wholetime Director of the Company with effect from January 27, 2016 for a period of three years on the following terms and conditions:

The Director shall report to the Board and shall be responsible for all her actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company."

Terms & Conditions:

1. Salary: ₹ 14,00,000-2,00,000-18,00,000/- per annum.
2. Perquisites: The Wholetime Director shall be entitled to the following perquisites provided that the total value of the perquisites shall be restricted to an amount of ₹ 21,00,000-3,00,000-27,00,000 /- per annum.
 - 2.1 Housing: The Wholetime Director shall be entitled for House Rent Allowance, whether self-occupied or not, of ₹ 7,00,000-1,00,000-9,00,000/- per annum.
 - 2.2 Leave Travel Allowance & Medical Reimbursement:
 - (A) Leave Travel Allowance: Expenses incurred for the appointee and her family towards leave travel reimbursement subject to a ceiling of ₹ 6,00,000-60,000-7,20,000/- per annum.



- (B) Medical Reimbursement: Expenses incurred for the appointee towards Medical reimbursement for her & her family subject to a ceiling of ₹ 1,80,000-60,000-3,00,000/- per annum.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.

- 2.3 Special Allowances: ₹ 6,20,000-80,000-7,80,000/- per annum.
- 2.4 Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.
- 2.5 Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- 2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
3. Encashment of leave, if any, will be paid as per the Company's policy and will be included in the computation of ceiling of perquisites.
4. Gratuity & Provident Fund: Payable in accordance with the applicable law. The Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Dr. Vibha G. Sharma's appointment, she will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in Schedule V to the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government."

"RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Dr. Vibha

G. Sharma under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

AND RESOLVED FURTHER THAT Dr. Vibha G. Sharma (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to her. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business she may consider necessary or proper in the best interests of the Company".

6. Reappointment of Mrs. Shruti V. Rao as a Wholetime Director:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, the consent of the Company be and is hereby accorded for the reappointment of Mrs. Shruti V. Rao as a Whole Time Director of the Company with effect from April 1, 2016 for a period of three years on the following terms and conditions:

The Director shall report to the Board and shall be responsible for all her actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company".

Terms & Conditions:

1. Salary: ₹ 14,00,000-2,00,000-18,00,000/- per annum
2. Perquisites: The Wholetime Director shall be entitled to the following perquisites provided that the total value of the perquisites shall be restricted to an amount of ₹ 21,00,000-3,00,000-27,00,000 /- per annum.



2.1 Housing: The Wholtime Director shall be entitled for House Rent Allowance, whether self-occupied or not, of ₹ 7,00,000-1,00,000-9,00,000/- per annum.

2.2 Leave Travel Allowance & Medical Reimbursement:

(A) Leave Travel Allowance: Expenses incurred for the appointee and her family towards leave travel reimbursement subject to a ceiling of ₹ 6,00,000-60,000-7,20,000/- per annum.

(B) Medical Reimbursement: Expenses incurred for the appointee towards Medical reimbursement for her & her family subject to a ceiling of ₹ 1,80,000-60,000-3,00,000/- per annum.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.

2.3 Special Allowances: ₹ 6,20,000-80,000-7,80,000/- per annum.

2.4 Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.

2.5 Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.

2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.

3. Encashment of leave, if any, will be paid as per the Company's policy and will be included in the computation of ceiling of perquisites.

4. Gratuity & Provident Fund: Payable in accordance with the applicable law. The Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mrs. Shruti V. Rao's appointment, she will be paid or provided the salary, the allowances, and the perquisites as set out

in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in Schedule V to the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government."

"RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Mrs. Shruti V. Rao under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

AND RESOLVED FURTHER THAT Mrs. Shruti V. Rao (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to her. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business she may consider necessary or proper in the best interests of the Company".

7. Appointment of Mr. Santosh Parab (DIN: 01622988) as an Independent Director:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:***

"RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Santosh Parab, who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 24, 2016 and who holds office till the date of the AGM and in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e. upto May 25, 2021 and not liable to retire by rotation."



8. Reappointment of Mr. Gagan Harsh Sharma, a relative of directors holding office or place of profit in the Company:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment thereof for the time being in force), the Company be and is hereby accords its consent and approval for the reappointment of Mr. Gagan Harsh Sharma as a Vice President- International Business Development & Strategy of the Company (i.e. to hold an office or place of profit under the Company) for a period of 3 years with effect from 1st April, 2016 on terms and conditions including remuneration and perquisite as under:

1. Salary: ₹18,00,000 – 20,70,000 – 23,80,500/- per annum
2. Housing: ₹ 9,00,000 – 10,35,000 – 11,90,250/- per annum
3. Other Allowances: ₹18,00,000 - 20,70,000 - 23,80,500/- per annum
4. Medical Reimbursement:

Expenses incurred for the appointee and his family subject to a ceiling and accordance with rules specified by the Company.

Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.
5. Membership of the Employees' Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.
6. Encashment of leave: As per Company's rules. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the end of the financial year as the case may be and it will not be included in the computation of ceiling for perquisites.
7. Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.
8. Gratuity: Payable in accordance with as per applicable law.

AND RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

9. Reappointment of Mr. Arjun Gautam Ashra, a relative of director holding office or place of profit in the Company:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment thereof for the time being in force), the Company be and is hereby accords its consent and approval for the reappointment of Mr. Arjun Gautam Ashra as a General Manager-International Business Development & Strategy of the Company (i.e. to hold an office or place of profit under the Company) for a period of 3 years with effect from 1st April, 2016 on terms and conditions including remuneration and perquisite as under:

1. Salary: ₹ 12,80,000 – 14,72,000 – 16,92,800/- per annum
2. Housing: ₹ 6,40,000 – 7,36,000 – 8,46,400/- per annum
3. Other Allowances: ₹ 12,80,000 – 14,72,000 – 16,92,800/- per annum
4. Medical Reimbursement:

Expenses incurred for the appointee and his family subject to a ceiling and accordance with rules specified by the Company.

Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.
5. Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.
6. Encashment of leave: As per Company's rules, Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the end of financial year as the case may be and it will not be included in the computation of ceiling for perquisites.



7. Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.
 8. Gratuity: Payable in accordance with as per applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."
10. Appointment of Mr. Vishal Vijay Rao, a relative of directors holding office or place of profit in the Company:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment thereof for the time being in force), the Company be and is hereby accords its consent and approval for the appointment of Mr. Vishal Vijay Rao as a General Manager-International Business Development & Strategy of the Company (i.e. to hold an office or place of profit under the Company) for a period of 3 years with effect from 1st July, 2016 on terms and conditions including remuneration and perquisite as under:

1. Salary: ₹ 7,20,000 – 8,28,000 – 9,52,200/- per annum
2. Housing: ₹ 3,60,000 – 4,14,000 – 4,76,100/- per annum
3. Other Allowances: ₹ 7,20,000 – 8,28,000 – 9,52,200/- per annum
4. Medical Reimbursement:

Expenses incurred for the appointee and his family subject to a ceiling and accordance with rules specified by the Company.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.

5. Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.

6. Encashment of leave: As per Company's rules. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the end of financial year as the case may be and it will not be included in the computation of ceiling for perquisites.
7. Provision of Car for use in Company's business and telephone at residence will not be considered as perquisites. Telephone at residence reimbursed for rental and business calls.
8. Gratuity: Payable in accordance with as per applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

11. Leave & License of Research and Development Unit from Related Party:

*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 provision of Section 188 of the Companies Act, 2013 and any other applicable provision, if any, of the Companies Act, 2013 the members be and are hereby accorded its consent to execute rent agreement between Company and Mr. S. N. Kamath - Managing Director and Mr. Gautam Ashra - Director in respect of Unit no. 6, Ground floor, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072 admeasuring unfurnished built up area 9325 Sq. Ft. for a period of 5 years at a monthly rental of ₹9,75,000/- and the rent commenced from 1st July, 2016 and subject to escalation of 5% every year.

AND RESOLVED FURTHER THAT the Board be and is hereby authorised to execute the necessary agreement incorporating the terms & conditions as approved by members."

By Order of the Board

Sd/-

S.N. Kamath

Managing Director

Dated: 24th May, 2016

Registered Office:

102, Hyde Park, Sakivihar Road,
Andheri – East, Mumbai - 400 072.



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at 102, Hyde Park, Sakivihar Road, Andheri – East, Mumbai – 400 072 not less than forty eight hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 8, 2016 to Wednesday, September 14, 2016 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2016 and the AGM.
5. The Dividend, as recommended by the Board, if approved at the AGM, will be paid to those members whose names stand registered on the Register of Members as on September 7, 2016:-
 - a. As Beneficial Owners as at the end of business September 7, 2016 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company on or before September 7, 2016.
6. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/ CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the Company has already appointed M/s. Universal Capital Securities Private Limited as the Registrar & Share Transfer Agent, having their office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
7. Members who have not encashed their Dividend warrants for the financial years ended March 31, 2008 to March 31, 2015 may approach the Registrar & Share Transfer Agent for issuance of demand draft upon completion of necessary formalities in the said behalf in lieu of such warrants.
8. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - b. To the share transfer agent M/s. Universal Capital Securities Private Limited having office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. Email Id- info@unisec.in
9. Members may please bring the Attendance Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
10. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
11. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
12. Members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
13. Members may also note that the notice of the 31st Annual General Meeting and the Annual report for 2015-2016 will also be available on the Company's website www.blissgvs.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the



Annual Report at the time of attending the Annual General Meeting.

14. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements)

Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

| Name of Director | Mr. S. N. Kamath | Dr. Vibha G. Sharma | Mrs. Shruti V. Rao | Mr. Santosh Parab |
|--|---|---|--|---|
| Date of Birth | 21/12/1953 | 08/07/1983 | 06/04/1985 | 19/08/1970 |
| Qualification | Intermediate | BDS | B.E | CA |
| Expertise in Specific Functional Area | More than 35 years in trading of pharmaceuticals | Research & Development Activities and Dentist by profession | Trading and marketing in pharmaceuticals | Accounts & Taxation |
| Executive & Non-Executive Director | Managing Director | Wholetime Director | Wholetime Director | Independent Director |
| Promoter Group | Yes | Yes | No | No |
| Chairman/Member of Committees of the Board of which he/she is a Director | A. Bliss GVS Pharma Ltd. 1) Member of Audit Committee 2) Member of Corporate Social Responsibility Committee | A. Bliss GVS Pharma Ltd. 1) Chairman of Health and Safety Committee 2) Member of Stakeholder Relationship Committee | A. Bliss GVS Pharma Ltd. 1) Member of Corporate Social Responsibility Committee 2) Member of Share Transfer Committee 3) Member of Health & Safety Committee 4) Member of Stakeholder Relationship Committee | NIL |
| No. of Shares held | 47017024 (45.58%) | 1000000 (0.97%) | NIL | 2300 |
| Other Directorship in Indian/Foreign Companies | 1) Ayushi Infra Enterprise Private Limited 2) Bliss Indasi Lifescience Private Limited 3) Kremoint Pharma Private Limited 4) Lifeon Labs Private Limited 5) EIPII Exports Private Limited 6) Shree Salespack Private Limited 7) Bliss GVS Clinic Health Care Pte Ltd 8) Bliss GVS International Pte Ltd 9) Asterisk Lifesciences Ltd, UK 10)Greenlife Bliss Health Care Ltd. 11)Asterisk Lifesciences (GH) Ltd. | NIL | NIL | Transformity Research Solutions Pvt. Ltd. |



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING

ITEM NO. 4:

Mr. S. N. Kamath, who was appointed as a Managing Director (MD) of the Company by the members to hold office upto March 31, 2016 and for continuation of his employment as a MD requires the approval of the Board and the members of the Company.

Mr. S. N. Kamath is a hard core businessman and promoter of the Company having more than 35 years of experience in Pharma Industry. As a supplier and trader in Suppositories and Pessaries dosage forms, he has established name, proven track record and icon for Industries. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 15th January, 2016, the Board at its meeting held on 11th February, 2016 taken on record the reappointment as a Managing Director of the Company. His re-appointment and remuneration are as per Section 196,197,198 & 203 read with Schedule V to the Companies Act, 2013.

Except Dr. Vibha G. Sharma and Mrs. Shruti V. Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO. 5:

Dr. Vibha G. Sharma, who was appointed as a Wholetime Director (WTD) of the Company by the members to hold office upto 26th January, 2016 and for continuation of her employment as a WTD requires the approval of the Board and the members of the Company.

Dr. Vibha G. Sharma, a Dentist by profession and a part of promoter group exclusively working for the Company and oversees the research & development activities of the Company. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 15th January, 2016, the Board at its meeting held on 11th February, 2016 taken on record the reappointment as a Wholetime Director of the Company. Her re-appointment and remuneration are as per Section 196,197,198 & 203 read with Schedule V to the Companies Act, 2013.

Except Mr. S. N. Kamath and Mrs. Shruti V. Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

ITEM NO. 6:

Mrs. Shruti V. Rao, who was appointed as a Wholetime Director (WTD) of the Company by the members to hold office upto 31st March, 2016 and for continuation of her employment as a WTD requires the approval of the Board and the members of the Company.

Mrs. Shruti V. Rao, a Bachelor of Engineering by profession exclusively working for the Company and oversees the day to day commercial and trading activities of the Company in India & abroad. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 15th January, 2016, the Board at its meeting held on 11th February, 2016 taken on record the reappointment as a Wholetime Director of the Company. Her re-appointment and remuneration are as per Section 196,197,198 & 203 read with Schedule V to the Companies Act, 2013.

Except Mr. S. N. Kamath and Dr. Vibha G. Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

ITEM NO. 7:

The Board, at its meeting held on 24th May, 2016, appointed Mr. Santosh Parab as an Additional Director of the Company. He was appointed as an Independent Director of the Company for a period of five years. As per section 149(6) of the Companies Act, 2013, he furnished a declaration that he meets the criteria for independence to act as an Independent Director of the Company.

On the recommendation of the Nomination & Remuneration Committee at their meeting held on 24th May, 2016, the Board appointed as an Independent Director the Company for a period of 5 years from 24th May, 2016 upto 23rd May, 2021 and he is not liable to retire by rotation. He is only entitled for sitting fees.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Santosh Parab will hold office up to the date of



the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member along with a deposit of ₹ 1,00,000/- proposing his candidature for the office of director.

The Company has received from Mr. Santosh Parab: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the extent applicable, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) disclosure about his interest in other companies, bodies corporate, firm or any other association by giving a notice in writing in Form MBP-1 in pursuance of section 184 of the Companies Act, 2013 read with Rule 9 of the Companies (Meetings of Board and its Power) Rules, 2014.

In the opinion of the Board of Directors, Mr. Santosh Parab- the Independent Director fulfills the conditions specified relating to his independency as per Companies Act, 2013 and the Rules made thereunder read with Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. A copy of the draft letter for the appointment of Mr. Santosh Parab as an Independent Director setting out the terms and conditions is available for inspection without any fee by any member of the Company at the Company's registered office during 11 p.m. to 2 p.m. hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Santosh Parab, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

ITEM NO. 8:

Mr. Gagan Harsh Sharma, aged 33 years, holds a Bachelor of Engineering in Electronics and Communication. He has been associated with Company for almost 5 years. He is working as a Vice President - International Business Development & Strategy. His present role is to provide impetus to the expanding International Business in the emerging market business of the Company. The business of Company has been growing over the years. This growth would need to be supported by efficient controls and processes. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 29th March 2016, the Board at its meeting held on 24th May, 2016 approved and reappointed him as a Vice President of the Company.

Since, he is husband of Dr. Vibha G. Sharma, Wholetime Director of the Company, son-in-law of Mr. S. N. Kamath, Managing Director of the Company and a brother- in - law of Mrs. Shruti V. Rao, Wholetime Director of the Company. Hence this re-appointment is covered under section 188(1) of the Companies Act, 2013 and rules made thereunder, requires the approval of the members of the Company by way of special resolution.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| | |
|---|---|
| Name of the related party | Mr. Gagan Harsh Sharma |
| Name of the director or key managerial personnel who is related | Dr. Vibha G. Sharma Mr. S. N. Kamath Mrs. Shruti V. Rao |
| Nature of relationship | Dr. Vibha G. Sharma-Wife Mr. S. N. Kamath-Father-in-Law Mrs. Shruti V. Rao-Sister-in-Law |
| Remuneration | As provided in the Resolution |
| Nature, material terms and particulars of the arrangement or contract | Mr. Gagan Harsh Sharma has been appointed as Vice President of the Company on remuneration and terms& conditions as embodied in the resolution. |
| Duration of Contract | For the period of 3 years |

Except Dr. Vibha G. Sharma, Mr. S. N. Kamath and Mrs. Shruti V. Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

ITEM NO. 9:

Mr. Arjun Gautam Ashra, aged 30 years, holds a Master of Science in Economics and Finance from The University of Warwick, United Kingdom. He has been associated with Company for last 3 years. He is working as a General Manager - International Business Development & Strategy. His present role is to provide impetus to the expanding International Business in the emerging market business of the Company. The business of Company has been growing over the years. This growth would need to be supported by efficient controls and processes. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 29th March, 2016, the Board at its meeting held on 24th May, 2016 approved and reappointed him as a General Manager of the Company.



Since, he is son of Mr. Gautam Rasiklal Ashra, Non-Executive Director of the Company. Hence this appointment is covered under section 188(1) of the Companies Act, 2013 and rules made thereunder, requires the approval of the members of the Company by way of special resolution.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| | |
|---|---|
| Name of the related party | Mr. Arjun Gautam Ashra |
| Name of the director or key managerial personnel who is related | Mr. Gautam Rasiklal Ashra |
| Nature of relationship | He is son of Mr. Gautam Rasiklal Ashra |
| Remuneration | As provided in the Resolution |
| Nature, material terms and particulars of the arrangement or contract | Mr. Arjun Gautam Ashra has been appointed as General Manager of the Company on remuneration and terms & conditions as embodied in the resolution. |
| Duration of Contract | For the period of 3 years |

Except Mr. Gautam Rasiklal Ashra, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 9 for the approval of the members.

ITEM NO. 10:

Mr. Vishal Vijay Rao, aged 34 years, holds a Bachelor of Engineering in Chemical from University of Pune. He is to be appointed as a General Manager - International Business Development & Strategy. On the recommendation of the Nomination & Remuneration Committee at their meeting held on 29th March, 2016, the Board at its meeting held on 24th May, 2016 approved and appointed him as a General Manager of the Company.

Since, he is husband of Mrs. Shruti V. Rao, Wholetime Director of the Company, son-in-law of Mr. S. N. Kamath, Managing Director of the Company and a brother-in-law of Dr. Vibha G. Sharma, Wholetime Director of the Company. Hence this appointment is covered under section 188(1) of the Companies Act, 2013 and rules made thereunder, requires the approval of the members of the Company by way of special resolution.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| | |
|---|---|
| Name of the related party | Mr. Vishal Vijay Rao |
| Name of the director or key managerial personnel who is related | Mrs. Shruti V. Rao Mr. S. N. Kamath Dr. Vibha G. Sharma |
| Nature of relationship | Mrs. Shruti V. Rao-Wife Mr. S. N. Kamath-Son-in-Law Dr. Vibha G. Sharma-Sister-in-Law |
| Remuneration | As provided in the Resolution |
| Nature, material terms and particulars of the arrangement or contract | Mr. Vishal Vijay Rao has been appointed as General Manager of the Company on remuneration and terms & conditions as embodied in the resolution. |
| Duration of Contract | For the period of 3 years |

Except Mrs. Shruti V. Rao, Mr. S. N. Kamath and Dr. Vibha G. Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item no. 10 for the approval of the members.

ITEM NO. 11:

- Owners of Property: The property belongs to Mr. S. N. Kamath-Managing Director and Mr. Gautam Ashra-Director.
- Description of Property: Unit No 6 (admeasuring 9325 Sq. ft. built up area unit situated on ground floor of the building known as "Hyde Park" being and situated on the plot of land bearing Survey No. 680 situate at Opp. Ansa Ind. Estate, Saki-Vihar Road, Andheri (E), Mumbai-400 072 in the Registration Sub-District Bandra, Mumbai Suburban District Mumbai.
- Security Deposit: Interest free refundable deposit of ₹ 97,50,000/- (Rupees Ninety Seven Lakhs Fifty Thousand only)
- Lock-in-Period: 60 months
- Notice of Termination: 3 months written notice after completion/expiry of the Lock-in-Period.

By Order of the Board

Sd/-

Dated: May 24, 2016

Registered Office:

102, Hyde Park, Sakivihar Road,
Andheri – East, Mumbai - 400 072

S.N. Kamath

Managing Director



Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 as per listing regulations (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11th September, 2016 at 9.00 a.m. and ends on 13th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Now to cast your vote: Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| |
|--|
| For Members holding shares in Demat Form and Physical Form |
|--|

| | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as Serial number affixed on Annual Report 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) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. |
| | <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v). |

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



- (xii) Click on the EVSN for the relevant “BLISS GVS PHARMA 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxiii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiv) In case of Members who are royal entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

Route Map to the venue of the AGM

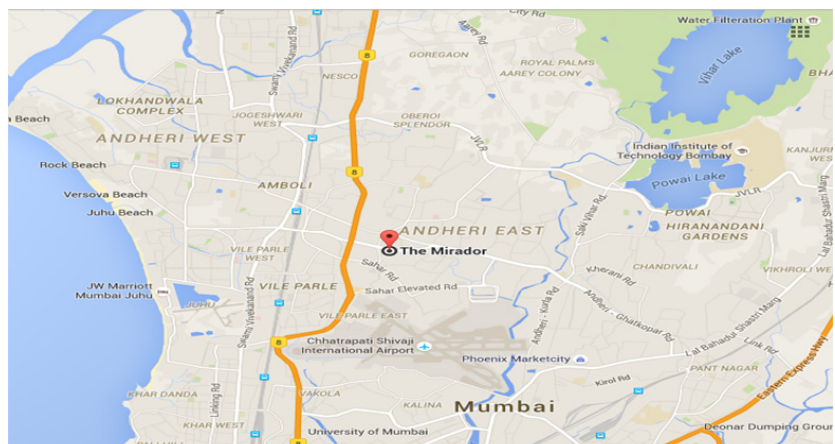
Venue : Hotel The Mirador, New Link Road, Andheri (East), Mumbai- 400 099.

Nearby Railway Station:

- i) Andheri (East) who are using Western Railway
- ii) Kurla (West) who are using Central Railway

Nearby Metro Station:

- i) Chakala / J.B. Nagar





DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 31st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

(₹ in Lakhs)

| PARTICULARS | STANDALONE | | CONSOLIDATED | |
|---|------------|-----------|--------------|-----------|
| | 2015-2016 | 2014-2015 | 2015-2016 | 2014-2015 |
| Total Income | 34,945.92 | 33,437.21 | 57,124.41 | 42,742.30 |
| Total Expenditure | 23,028.53 | 22,682.75 | 39,159.08 | 30,369.52 |
| Profit Before Interest and depreciation | 11,917.39 | 10,754.45 | 17,965.33 | 12,372.78 |
| Less: Depreciation | 585.24 | 507.83 | 1,326.00 | 1,129.62 |
| Interest | 1,310.98 | 1,121.18 | 1,819.86 | 1,641.24 |
| Tax | 3,459.70 | 3,123.90 | 4,804.91 | 3,462.58 |
| Net Profit/(Loss) After Tax | 6,561.47 | 6,001.55 | 10,014.56 | 6,139.34 |

YEARLY REVIEW:

Your Company has successfully completed 31 years of operations this year. Your Company is a fast-growing Pharmaceutical Company with a proven track record of developing, manufacturing and marketing high quality pharmaceutical formulations at affordable prices for the global markets that have reported an encouraging performance for the year ended 31st March 2016.

STANDALONE FINANCIAL RESULTS:

The Net Sales of our Company increased to ₹ 32,638.34 Lakhs from ₹ 31,302.17 Lakhs in the previous year, at growth rate of 4.27%. Profit before tax was ₹ 10,021.17 Lakhs as compared to ₹ 9,125.45 Lakhs in the previous year. Profit after tax was ₹ 6,561.47 Lakhs as compared to ₹ 6,001.55 Lakhs in the previous year. The Company booked a profit of ₹ 1,422.07 Lakhs due to foreign exchange fluctuation and better Foreign Exchange management.

CONSOLIDATED FINANCIAL RESULTS:

The Company has 7 subsidiaries out of which 3 are wholly owned subsidiaries alongwith 4 step down subsidiaries. The Net Sales of

the Company increased to ₹ 54,689.41 Lakhs from ₹ 40,713.44 Lakhs in the previous year, at growth rate of 34.33%. Profit before tax was ₹ 10,014.56 Lakhs as compared to ₹ 6,139.34 Lakhs in the previous year. Profit after tax and minority interest was ₹ 8,248.26 Lakhs as compared to ₹ 5,990.97 Lakhs in the previous year. The Company booked a profit of ₹ 1,468.61 Lakhs due to foreign exchange fluctuation and better Foreign Exchange management.

TRANSFER TO RESERVES:

The Company proposes to transfer ₹ 500 Lakhs to the General Reserves of the Company for the financial year 31st March, 2016 as per audited standalone financial statements.

DIVIDEND:

Your Directors are pleased to recommend final dividend at the rate of ₹ 0.50 (i.e. 50.00%) per equity share of ₹ 1/- each for the year ended 31st March 2016, subject to the approval of the shareholders at the ensuing Annual General Meeting.

During the year 2015-16, Unclaimed Dividend of ₹ 2,21,989/- was transferred to the Investor Education and Protection Fund, as required under the Investor Education and Protection Fund (Awareness and Protection of Investor) Rule, 2001.

DEPOSITS:

As on 31st March, 2016, the Company held no deposit in any form from anyone. There were no deposits held by the Company as on 31st March, 2016, which were overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved not to accept any deposit from public.

SUBSIDIARY COMPANIES:

The Company has 7 subsidiaries out of which 3 are wholly owned subsidiaries alongwith 3 step down subsidiaries and 4 subsidiaries alongwith 1 step down subsidiary. During the year, the Board of Directors reviewed the affairs of the subsidiaries. In pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is given in Annexure – I in this Board's Report.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Standalone Financial Statements of the Companies, Consolidated Financial Statements together with relevant



documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Annexure -II forming part of the Annual Report.

STATE OF AFFAIRS OF THE COMPANY:

1. The Company has successfully completed 31 years of operation this year.
2. Bliss GVS manufacturing plants are certified to be GMP compliant by local and international standards: EU GMP, WHO GMP, OHSAS - 18001 : 2007 and ISO - 14001 : 2004. This company is the only EU-GMP certified suppositories manufacturer in India.
3. We are among the world leaders in Suppositories and Pessaries dosage forms with one of the largest portfolios in this segment. Over the last decade, we have acquired definitive know-how in other dosage forms & therapeutic segments, which is exemplified by our ever-expanding product offering across more than sixty countries.
4. With significant expansion in R & D, Manufacturing & Marketing capabilities, we are poised for an accelerated rate of growth which makes for very exciting times at Bliss GVS.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company or any of its subsidiaries during the year.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. G. G. Desai resigned from the Board as the Chairman and Independent Director of the Company with effective from

29th May, 2015 due to his ill health. Mr. Mayank S. Mehta, an Independent Director, took over as the Chairman of the Board with effective from 29th May, 2015.

As per provision of section 2(19) and section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has to mandatorily required to appoint Chief Financial Officer (CFO). The Board, on the recommendations of the Nomination & Remuneration Committee, appointed Mr. Vipul Thakkar as the Chief Financial Officer (CFO) of the Company with effective from 14th August, 2015, who earlier was the General Manager- Corporate Finance of the Company.

The Board of Directors of the Company appointed Dr. Hira Sadhak, Ph. D in Industrial Finance, as an Independent Director of the Company with effective from 9th November, 2015. He served the Board for six months and thereafter, he resigned with effect from 17th May, 2016 due to pre-occupation. The Board places on record its appreciation for the services rendered by Dr. Hira Sadhak during his tenure with the Company.

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least one-third of the total number of directors as independent directors. The Board of the Company to comply with the aforesaid requirements appointed Mr. Santosh Parab, well known Chartered Accountant as an Additional Independent Director of the Company with effect from 24th May, 2016 and the Board seeks the regularization of the same from the members in ensuing Annual General Meeting of the Company.

As per the Section 149(10) of the Companies Act, 2013 provides that independent director shall hold office for a term of upto five consecutive years on the Board of the Company. Further, according to the Section 149 (11) of the Companies Act, 2013, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

The format of the letter of appointment is available on our website 'www.blissgvs.com'.

The Board of Directors of the Company made re-appointment of Managing Director and Wholetime Directors based on the recommendations of the nomination and remuneration committee:



- Re-appointment of Mr. S. N. Kamath as a Managing Director with effect from 1st April, 2016.
- Re-appointment of Dr. Vibha G. Sharma as a Wholetime Director with effect from 27th January, 2016.
- Re-appointment of Mrs. Shruti V. Rao as a Wholetime Director with effect from 1st April, 2016.

NUMBER OF MEETINGS OF THE BOARD:

The Board met four times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

INDEPENDENT DIRECTORS DECLARATION:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not promoters of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the Company, its holding, subsidiary or associate company.
3. The Independent Directors have /had no pecuniary relationship with Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives--

- (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company;
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two percent or more of the total voting power of the Company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any non profit organization that receives twenty-five percent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the Company;
6. Independent Director possesses such qualifications as may be directed by the Board.
 7. The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

BOARD EVALUATION:

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results alongwith



evaluation done by the Nomination and Remuneration Committee.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- (i) All Directors had attended the Board meetings;
- (ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.
- (v) The Credit Policy, Loan Policy and compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Audit committee and Board.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 11th February, 2016, reviewed the performance of non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2016, the Board consists of 7 members. Out of which one is the Managing Director, two are Whole Time Directors. The Whole time Directors are Women Directors.

The policy of the Company on directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

COMMITTEES OF THE BOARD:

Currently, the Board has Six Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shares Transfer Committee, 5) Corporate Social Responsibility Committee and 6) Health and Safety Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the Corporate Governance Report section of this Annual Report.

The Key Features of the Policy of the said committee are as follows:

For Appointment of Independent Director (ID):

- a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director(ID);
- b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
- c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
- d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and Stakeholders;
- f. Independent Director should be able to devote time for the Board and other meetings of the Company;



- g. Entitled for sitting fees and reasonable conveyance to attend the meetings; and
- h. Able to review the policy, participate in the meeting with all the stakeholders of the Company at the Annual General Meeting.

CORPORATE SOCIAL RESPONSIBILITY:

Bliss GVS being a pharmaceutical company is committed to improve the health of the general public at large and the Company is well known for its Quality and Reliability for over three decades. The present CSR initiatives focus on two main recognized activities mentioned in Schedule VII of the Companies Act, 2013, namely promoting education and promoting preventive healthcare particularly scheduled tribes. The CSR policy is available on the website of the Company and the Annual Report on Corporate Social Responsibility (CSR) activities as required under Section 135 of the Companies Act 2013 is annexed as Annexure- III to this Report. The Company would also undertake other need based initiatives in compliance with Schedule VII to the Companies Act 2013.

Over the years, we have been striving to achieve a fine balance of economic, environmental and social, while also paying attention to the needs and expectations of our internal as well as external stakeholders. Our Corporate Social Responsibility is not limited to philanthropy, but encompasses holistic community development, institution building and sustainability related initiatives.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,

2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2016 on a 'going concern' basis.
- (v) The internal financial controls are laid and have been followed by the Company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adhered by the Company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY:

The Company has developed Risk Management Policy mainly covering the following areas of concerns:

1. On the international currencies front, volatility of exchange rate is a matter of concern for Company because major sales are in the form of exports worldwide besides corresponding imports in foreign currency for key raw materials. However, the risk associated with currency fluctuation has been mitigated by effective forex management policy.
2. Lack of clarity on future Government policies abroad continues to be an area of major concern for the industry. The exact impact of this cannot be assessed until the proposed changes are actually introduced and implemented.
3. In line with the overall growth objective and strengthening of infrastructure base, the Company had invested in Information Technology (IT) viz. SAP Enterprising Resource Planning system for leveraging its business values.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is



committed to the high standards of Corporate Governance and stakeholder responsibility.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

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.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

M/s. Narendra Dighe & Co. – Chartered Accountants are the Internal Auditor of the Company.

STATUTORY AUDITORS:

At the Annual General Meeting held on August 28, 2014 M/s. B.K. Khare & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. B. K. Khare & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed before the AGM for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS REPORT:

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the Companies Act, 2013.

SECRETARIAL AUDITORS AND THEIR REPORT:

M/s. Ramesh Chandra Mishra & Associates, Company Secretaries in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2015-16 is Annexure-IV to this Board's Report.

The Board has re-appointed M/s. Ramesh Chandra Mishra & Associates, Company Secretaries in Practice, as Secretarial Auditor of the Company for the financial year 2016-17.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

The relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as prescribed under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out herein below:

A) CONSERVATION OF ENERGY:

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

B) RESEARCH & DEVELOPMENT ACTIVITIES:

The Company has its own R&D centre. The R&D centre follows stringent guidelines based on Good Laboratory Practices and is well equipped with the latest equipment



in particle size analysis, gas chromatography, high-performance liquid chromatography, dissolution testing, stability chambers and lab-scale manufacturing machines.

C) TECHNOLOGY ABSORPTION:

Bliss GVS seeks to continuously invest in upgrading its manufacturing and R&D operations to incorporate the latest technologies in an effort to improve performance. The Company's suppository & pessary manufacturing lines include custom designed and built equipment from the world's leading supplier of this machinery.

D) FOREIGN EXCHANGE EARNINGS & OUTGO:

| (₹ in Lakhs) | | | |
|--------------|-------------------------|-----------|-----------|
| Sr. No. | Particulars | 2015-2016 | 2014-2015 |
| a) | Foreign Exchange Earned | 30,254.46 | 29,342.37 |
| b) | Foreign Exchange Used | 3,938.13 | 3,954.36 |

RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis.

Pursuant to the Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) in Form AOC-2 in Annexure-V to this Board's Report.

The details of such related party transactions are available in the Notes to the Standalone / Consolidated financial statements section of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

As per provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is Annexure-VI to this Board's report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11 a.m. to 2 p.m. on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

EXTRACT OF ANNUAL RETURNS:

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexure-VII.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Ramesh Chandra Mishra & Associates, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report and Annexure-VIII to this Board's Report.



DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the 2015-2016.

INSURANCE OF ASSETS:

All the fixed assets, finished goods, semi-finished goods, raw material, packing material and goods of the Company lying at different locations have been insured against fire and allied risks.

BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

On behalf of the Board of Directors

Mayank S. Mehta

Chairman

S. N. Kamath

Managing Director

Place: Mumbai

Date: May 24, 2016

ANNEXURE - I TO DIRECTOR'S REPORT Form AOC-1

Statement containing salient features of the Financial Statement of subsidiary companies.

Pursuant to first proviso to section 129(3) of Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014

(₹ in Lakhs)

| Sr. No. | Name of Subsidiary Company | Reporting Currency | Rate | Capital | Reserve | Total Assets | Total Liabilities | Investment other than Investment in subsidiary | Turnover | Profit/(Loss) before Taxation | Provision for Taxation | Profit/(Loss) After Taxation | Proposed Dividend | % of Shareholding |
|---------|--|--------------------|-------|---------|------------|--------------|-------------------|--|-----------|-------------------------------|------------------------|------------------------------|-------------------|-------------------|
| 1 | Bliss GVS International Pte Ltd (Consolidated) | USD | 66.14 | 22.58 | (1,636.52) | 3,576.50 | 5,190.44 | - | 895.37 | (91.47) | 19.90 | (111.37) | - | 100.00 |
| 2 | Bliss GVS Clinic Healthcare Pte Ltd (Consolidated) | USD | 66.14 | 4.12 | (191.12) | 18,939.41 | 19,126.41 | - | 16,804.89 | 2,751.89 | 1,138.63 | 1,613.26 | - | 100.00 |
| 3 | Bliss Indasi Lifescience Pvt Ltd | INR | 1.00 | 181.00 | (770.75) | 1,246.81 | 1,836.56 | - | 794.10 | (60.20) | 0.01 | (60.21) | - | 51.00 |
| 4 | Lifeon Labs Pvt Ltd | INR | 1.00 | 1.00 | 46.08 | 538.85 | 491.77 | - | 459.44 | 25.65 | 8.54 | 17.11 | - | 51.00 |
| 5 | Kremoint Pharma Pvt Ltd (Consolidated) | INR | 1.00 | 6.00 | 2,385.30 | 4,477.88 | 2,086.58 | 1.00 | 4,062.29 | 611.60 | 204.25 | 407.35 | 18.00 | 70.00 |
| 6 | Asterisk Lifesciences Ltd (Consolidated) | GBP | 95.20 | 0.10 | 31.44 | 854.93 | 823.39 | - | 820.22 | 8.40 | 7.01 | 1.39 | - | 100.00 |
| 7 | Shree Salespack Pvt Ltd | INR | 1.00 | 1.30 | 43.89 | 1,853.06 | 1,807.87 | 10.01 | 1528.38 | (114.93) | (33.13) | (81.80) | - | 51.51 |

Note :

- 1) Bliss GVS Clinic Healthcare Pte Ltd (Consolidated) figures includes its subsidiaries Bliss GVS Healthcare Ltd in which Bliss GVS Clinic Healthcare Pte Ltd holds 51%.
- 2) Bliss International Pte Ltd (Consolidated) figures includes its subsidiaries Greenlife Bliss Healthcare Ltd in which Bliss GVS International Pte Ltd holds 51%.
- 3) Kremoint Pharma Pvt Ltd (Consolidated) figures includes its subsidiaries Eipii Exports Pvt Ltd in which Kremoint Pharma Pvt Ltd holds 99.8%.
- 4) Bliss GVS Pharma Ltd has acquired 51.51% holding in Shree Salespack Pvt Ltd in F.Y. 2015-16.

On behalf of the Board

S. N. Kamath
Managing Director

Place: Mumbai

Date: May 24, 2016





ANNEXURE - II

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

COMPANY OVERVIEW

Bliss GVS is a fast-growing company with a proven track record of developing, manufacturing and marketing high quality pharmaceutical formulations and offering healthcare services at affordable prices for the global market.

Today, Bliss GVS is among the world leaders in the Suppositories and Pessaries dosage forms with one of the largest product portfolios in this segment. The company's thirty one years of experience in suppository manufacturing has resulted in developing an extensive product offering in suppositories and pessaries across various therapeutic categories. Bliss GVS manufacturing plants are certified to be cGMP compliant by local and international standards: EU GMP, WHO GMP and OHSAS-18001: 2007 and ISO-14001: 2004. The Company is constantly looking to raise the bar in terms of developing innovative products and quality standards which keeps it ahead of competition.

This organisation is proud of its segment leadership in Anti-malarial products across most African markets. Its brands cover an extensive range of Artemisinin-based combination formulations across various dosage forms – Tablets, Suspensions, Sachets, Suppositories and Injections.

Over the last decade, Bliss GVS has acquired definitive know-how in other dosage forms & therapeutic segments, which is exemplified by its ever-expanding product offering across more than sixty countries. More recently, Bliss GVS has also made successful inroads in managed healthcare services. Bliss GVS Healthcare Limited (BGHL) operates an innovative Public-Private engagement model to address unmet healthcare requirements in Kenya through its chain of clinics and partner service providers. With significant expansion across both Pharmaceutical & Healthcare verticals, the company is poised for an accelerated rate of growth which makes for very exciting times at Bliss GVS.

INDIA – “GLOBAL PHARMACY OF THE WORLD”

India has achieved an eminent position in pharma sector and is recognised globally for its role in supplying high quality pharmaceutical products at competitive prices. The Indian pharmaceutical industry was estimated to be worth US\$ 12 billion in 2013 and is expected to touch US\$ 100 billion by 2025. By 2020, India is likely to be among the top three pharmaceutical markets by incremental growth and sixth largest market globally in absolute size. (Source: India Brand Equity Foundation).

The domestic market has been steadily growing on account of a rising population, increase in purchasing power and improving access to affordable healthcare and health insurance. Much of the growth in the Indian Pharmaceutical Industry has been fuelled by exports. Over the last decade, the industry has emerged as a major player in generic pharmaceutical production and now supplies around 20% of the global market for generic medicines. India has the highest number of FDA approved manufacturing plants outside the US. Combined with its research and development experience and relatively low cost base, Indian companies are well positioned to competitively cater to global demand.

The Government of India's 'Pharma Vision 2020' is aimed at making India a destination for end to end solutions in pharmaceutical manufacturing. The government's 'Make in India' initiative complements its efforts in encouraging pharmaceutical manufacturing.

The Indian Pharmaceutical Industry has thus proven its end to end capabilities in API and finished product development, manufacturing and marketing. The new government's pro-active measures will only provide a more conducive environment for pharmaceutical firms to thrive. These positive industry dynamics provide a solid foundation for the industry to provide sustainable growth and reach new highs. Bliss GVS has been investing continuously over the last few years in capability creation across development, manufacturing and marketing. This places the firm in a good position to ride the industry's growth and deliver shareholder value.

OPPORTUNITIES

The company's established brand operations in existing markets provide an ideal platform to extend the Bliss GVS product portfolio and build new revenue streams. Over the past year, the company has added to its front-end setup by hiring medical and marketing experts who will lead campaigns for existing and new brands across therapeutic categories. This will not only continue to build the Bliss GVS brand, but also further diversify the company's product portfolio.

Bliss GVS has three decades of expertise in the development, manufacturing and marketing suppositories and pessaries is a key area of strength that the firm continues to capitalise on. Given the limited global competition in this segment, the company is focussed on expanding the reach of its products in a bid to attain global leadership and successfully tap this opportunity.



The company's investment in managed healthcare services has delivered encouraging results over the last year as it won a USD 35 Million contract from Aon. This presents a great platform for the unit to build on its recent success to successfully bid for other such contracts. In addition to the synergies with the pharmaceutical business, Bliss GVS is also receiving interest in the managed healthcare model from other countries in Sub-Saharan Africa, where its pharmaceutical operations are well established.

CHALLENGES

The continuously evolving regulatory landscape represents the biggest challenge for all pharmaceutical companies. This is especially critical for an export-oriented company like Bliss GVS. Staying up to date with changing regulatory guidelines across the 60+ markets that the Company is present in is no easy task. The organization devotes increasing focus on its Regulatory Affairs and Quality teams to stay updated with the latest guidelines and minimize this risk as far as possible.

The currency devaluations experienced by many commodity producing nations over the course of last year, which have posed additional challenges to exporting products and services to these countries. This remains a critical risk factor to monitor for all export-focused pharmaceutical companies.

Maintaining low costs in the face of increasing regulatory demands is another challenge that all Companies in the generic drugs business have to monitor with a great deal of detail.

RESEARCH AND DEVELOPMENT

The scope of business activities of scientific research contemplated by the company at R&D are as mentioned below:

1. We undertake development of new generic products across various dosage forms like Tablets, Oral Suspension, Sachets, Suppositories, Pessaries etc. wherein the formulation developed is equivalent to the market comparator products i.e. RLD (Reference Listed Drugs).
2. Improve/Fine-tuning of the analytical methods of the current formulations, if required.
3. Develop analytical methods for our products and perform AMV (Analytical Method Validation) of these methods and also perform Stability studies of these products.
4. Re-develop few products to bring improvement in some of the existing products.

In this year, we have successfully developed 9 new products at our R&D across various dosage forms and fine-tuned analytical methods for few of our current formulations.

The current pipeline of projects includes development of innovative FDC (Fixed Dose Combinations) products to meet the emerging medical challenges, to meet its needs we are continuously investing in new advanced machinery and more man-power.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the requisite policies, procedures and statutes. The internal control systems provide for well-defined policies, guidelines and authorisations and approval procedures.

The Audit Committee of the Board of Directors approves and reviews audit plans for the year based on internal risk assessment. Audits are conducted on an on-going basis and significant deviations are brought to the notice of Audit Committee and Board of Directors following which corrective action is recommended for implementation. All these measures facilitate timely detection of any irregularities and early remedial steps.

The prime objective of internal audit is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest constructive improvements in a time bound manner.

DISCUSSION ON THE FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year, Company continued to grow in various geographies in Kenya, Nigeria and France. Such growth was mainly achieved due to contract manufacturing and consistent focus on new product launch in Kenya and Nigeria.

During the year, the Company spent on R&D activities was about Rs. 320.87 Lakhs. The Company continued to strengthen its operations and creation of robust Quality Manufacturing operations during the year.

A company is in continuous learning and training program in cGMP (Current Good Manufacturing Practice) and modernisation of equipment with automated controls.



ANNEXURE - III TO DIRECTOR'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2015-2016:

1. A brief outline of the Company's CSR policy, including overview of the projects or programs proposed to be undertaken:

Bliss GVS Pharma Limited being a pharmaceutical Company is committed to improve the health of the general public at large and the Company is well known for its quality and reliability for over three decades.

2. Composition of the CSR Committee:

| Sr. No. | Name of Members | Category |
|---------|--------------------|----------|
| 1 | Mr. S. R. Vaidya | Chairman |
| 2 | Mr. S. N. Kamath | Member |
| 3 | Mrs. Shruti V. Rao | Member |

3. Average net profit of the Company for the last three Financial Years.

Average Net Profit- ₹ 9279.51 Lakhs

4. Prescribed CSR expenditure (two percent of the amount as in item 3 above).

The Company is required to spend ₹185.59 Lakhs towards CSR activities in the Financial Year 2015-2016.

5. Details of amount spent on CSR activities for the Financial Year.

- a. Total amount to be spent for the Financial Year: ₹ 185.59 Lakhs
- b. Total amount spent for the Financial Year: ₹ 66.90 Lakhs
- c. Amount unspent, if any: ₹118.69 Lakhs
- d. Manner in which the amount was spent during the Financial Year is detailed below:

The amount to be spent for conducting CSR activities is paid to Charitable Trust as given below which is engaged in the activities which are eligible for CSR as per Schedule VII of the Companies Act, 2013. The details of the Trust are mentioned below:

| | |
|-------------------|---|
| Name of the Trust | Bliss GVS Charitable Trust |
| Pan No | AABTB3481D |
| Registration No | E-24811/Mumbai |
| Address | 102, Hyde Park, Saki-Vihar Road, Andheri (East), Mumbai-400 072 |

On behalf of the Board of Directors

S. N. Kamath
Managing Director

Place: Mumbai

Date: May 24, 2016

**ANNEXURE - IV TO DIRECTOR'S REPORT****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

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

To,
The Members,
Bliss GVS Pharma Limited
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bliss GVS Pharma Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
6. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
7. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
8. The Securities and Exchange Board of India (Issue of Capital

and Disclosure Requirements) Regulations, 2009;

9. 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;
10. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable to the Company during the Audit Period;

Other laws applicable specifically to the Company namely:

11. Foods and Drug Administration;
12. Food Safety and Standard Act, 2006;
13. Drugs and Cosmetics Act, 1940;
14. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
15. Drugs Pricing Control Order, 2013;
16. Pharmacy Act, 1948;
17. Narcotic Drugs and Psychotropic Substances Act, 1985;
18. Information Technology Act, 2000 and the rules made thereunder ;
19. The Payment of Gratuity Act, 1972;
20. The Factories Act, 1948.

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

21. Secretarial Standard issued by The Institute of Company Secretaries of India.
22. The Listing Agreements/Regulations entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

We further report that, there were no actions / events in pursuance of:



1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998,

requiring compliance thereof by the Company during the financial year.

Further based on 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 course and conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not

been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We 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.

For Ramesh Chandra Mishra & Associates

Sd/-

Ramesh Mishra

FCS: 5477

PCS: 3987

Place: Mumbai

Date : May 24, 2016



ANNEXURE - V TO DIRECTOR'S REPORT

Form 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 contracts/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 arm's length transactions under third proviso thereto.

i) Details of contracts or arrangements or transactions not at arm's length basis:

There are no contracts or arrangements or transactions entered into during the year ended 31st March, 2016, which were not at arm's length basis.

ii) Details of material contracts or arrangements or transactions at arm's length basis:

The details of material contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2016 are as follows:

| Sr. No | Name of the Related Party and Relationship | Nature of Transaction | Duration | Salient Terms | Amount |
|--------|--|-----------------------------|----------|--|----------|
| 1 | Bliss Indasi Lifescience Pvt Ltd | Loan Given | Ongoing | On arm's length basis and in ordinary course of business | - |
| | | Interest Income | | | 23.77 |
| | | Paid and Payables | | | 315.45 |
| | | Sale of Goods | | | 0.64 |
| | | Purchase of Goods | | | 192.57 |
| 2 | Bliss Gvs International Pte Ltd | Loan given | Ongoing | On arm's length basis and in ordinary course of business | 1,050.01 |
| 3 | Kremoint Pharma Pvt Ltd | Labour Charges | Ongoing | On arm's length basis and in ordinary course of business | 31.84 |
| | | Dividend Received | | | 8.40 |
| | | Payables | | | 82.09 |
| | | Receivables | | | 15.44 |
| | | Interest Income | | | 5.40 |
| 4 | Bliss Gvs Clinics Healthcare Pte Ltd | Loan Repaid | Ongoing | On arm's length basis and in ordinary course of business | 277.06 |
| | | Interest Income | | | 96.01 |
| 5 | Lifeon Labs Pvt Ltd | Interest Income | Ongoing | On arm's length basis and in ordinary course of business | 2.95 |
| | | Receipt during & receivable | | | (1.83) |
| | | Sale of goods | | | 89.59 |
| | | Payment during & Payable | | | 20.00 |
| | | Purchase of Goods | | | 8.16 |
| 6 | Asterisk Lifesciences Limited | Investment In Share Capital | Ongoing | On arm's length basis and in ordinary course of business | - |
| | | Long Term Loan Given | | | 0.49 |
| | | Receivables | | | 807.19 |
| | | Sale of goods | | | 807.19 |
| 7 | Mr. Gautam R. Ashra | Sitting Fees | Ongoing | On arm's length basis and in ordinary course of business | 0.80 |
| | | Rent | | | 37.96 |
| 8 | Mrs. Shruti V. Rao | Remuneration | Ongoing | On arm's length basis and in ordinary course of business | 26.67 |
| | | Loan Taken | | | 1,165.00 |
| 9 | Mr. S. N. Kamath | Interest Expenses | Ongoing | On arm's length basis and in ordinary course of business | 55.29 |
| | | Remuneration | | | 111.93 |
| | | Rent | | | 37.96 |
| 10 | Dr. Vibha G. Sharma | Remuneration | Ongoing | On arm's length basis and in ordinary course of business | 23.84 |
| 11 | Mr. Gagan Harsh Sharma | Remuneration | Ongoing | On arm's length basis and in ordinary course of business | 40.01 |
| 12 | Mr. Arjun G. Ashra | Remuneration | Ongoing | On arm's length basis and in ordinary course of business | 29.08 |



ANNEXURE - VI TO DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) Ratio of the Remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2015-2016:

| Name of Director | Designation | Ratio of the remuneration of directors to the median remuneration of the employees for the year 2015-16 |
|----------------------|-------------------------|---|
| Mr. S. N. Kamath | Managing Director | 22:1 |
| Mrs. Shruti V. Rao | Wholetime Director | 5:1 |
| Dr. Vibha G. Sharma | Wholetime Director | 5:1 |
| Mr. Vipul B. Thakkar | Chief Financial Officer | 4:1 |
| Ms. Aditi H. Bhatt | Company Secretary | Not Applicable |

- (ii) The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16 as compared to previous year 2014-15:

| Name of Director | Designation | Percentage increase in Remuneration |
|---------------------|--------------------|-------------------------------------|
| Mr. S. N. Kamath | Managing Director | 2.67% |
| Mrs. Shruti V. Rao | Wholetime Director | 2.63% |
| Dr. Vibha G. Sharma | Wholetime Director | 3.13% |

Mr. Vipul B. Thakkar was appointed as the Chief Financial Officer of the Company on 14th August, 2015 and Ms. Aditi Bhatt was appointed as a Company Secretary on 09th November, 2015. Accordingly, the details of increase in remuneration are not determinable as comparative numbers.

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

The percentage decrease in the median remuneration of employees in the financial year is 22.72%.

- (iv) The number of permanent employees on the payroll of the Company as on 31st March, 2016:

The Company has 457 permanent employees on the payroll.

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

The increase in remuneration is based on the Company's overall business performance of the Company.

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

During the financial year ended 31st March, 2016, the turnover of the Company has increased at growth rate

of 4.27% and the profit after tax has increased by 9.33% as compared to previous year. The remuneration paid to Key managerial personnel has been recommended by Nomination and Remuneration Committee and also based on their individual performance and overall Company performance.

- (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 over 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:

The Market Capitalisation of the Company as on 31st March, 2016 was ₹ 1,331 crores as compared to ₹ 1,308 crore as on 31st March, 2015. The price earnings ratio of the Company was 22.16 as at 31st March, 2016 and was 19.94 as at 31st March, 2015.

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



The average percentile increase made in the salaries of Employees other than the managerial. Personnel in the financial year was 22.77% whereas the increase in the managerial remuneration was 10.00%.

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

The details are provided in the point (vi) above.

- (x) The key parameters for any variable component of remuneration availed by the directors:

The remuneration drawn by the Directors does not comprise of any variable component.

- (xi) The 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) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board

Place: Mumbai

Date: May 24, 2016

Mr. S. N. Kamath

Managing Director



ANNEXURE - VII

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2016

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

I REGISTRATION & OTHER DETAILS:

| | | |
|------|---|---|
| i) | CIN | L24230MH1984PLC034771 |
| ii) | Registration Date | 11 th December, 1984 |
| iii) | Name of the Company | BLISS GVS PHARMA LIMITED |
| iv) | Category/Sub-category of the Company | Public Company |
| v) | Address of the Registered office & contact details | 102, Hyde Park, Saki-Vihar Road, Andheri (East), Mumbai-400072 Tel No.+91-22-42160000 |
| vi) | Whether listed company | Yes |
| vii) | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Universal Capital Securities Pvt Ltd, 21,Shakeel Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai-400 093. Tel No:+91-22-28366620 |

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 as under

| Sr. No | Name & Description of main products/services | NIC Code of the Product / service | % to total turnover of the company |
|--------|--|-----------------------------------|------------------------------------|
| 1) | Pharmaceuticals | 21002 | 100% |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| Sr. No | Name & Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|--------|--|-----------------------|--------------------------------|------------------|--------------------|
| 1 | BLISS INDASI LIFESCIENCE PVT LTD Plots No.72-76, Silver Industrial Estate, Bhipore, Daman-396210 | U24230DD2011PTC004692 | SUBSIDIARY | 51% | 2(87) |
| 2 | BLISS GVS INTERNATIONAL PTE LTD 30, Cecil Street, #19-08 Prudential Tower, Singapore 049712 | NA | SUBSIDIARY | 100% | 2(87) |
| 3 | KREMOINT PHARMA PVT LTD B-8, Additional Ambernath MIDC, Opp. Anand Nagar Octroi Naka, Ambernath-421506 | U24230MH1992PTC066737 | SUBSIDIARY | 70% | 2(87) |
| 4 | BLISS GVS CLINIC HEALTHCARE PTE LTD 30, Cecil Street, #19-08 Prudential Tower, Singapore 049712 | NA | SUBSIDIARY | 100% | 2(87) |
| 5 | LIFEON LABS PVT LTD Shop No. 1 & 2, Ground Floor, Ashapura Arcade, P&T Colony, Gandhinagar, Dombivli (East)-401204 | U33111MH2013PTC240847 | SUBSIDIARY | 51% | 2(87) |
| 6 | ASTERISK LIFESCIENCES LTD 350, Kilburn Lane, London, W9 3EF | NA | SUBSIDIARY | 100% | 2(87) |
| 7 | SHREE SALESPACK PRIVATE LIMITED Shop No. F/30, 1st Floor, Profit Center, Sector 6, Mahavir Nagar, Kandivali (West), Mumbai-400067 | U28129MH1990PTC057949 | SUBSIDIARY | 51% | 2(87) |



IV Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category - wise Share Holding

| Category code | Category of Shareholder | 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) | Individuals/ Hindu Undivided Family | 65,047,246 | - | 65,047,246 | 63.06 | 62,057,046 | - | 62,057,046 | 60.16 | (2.90) |
| (b) | Central Govt(s) | - | - | - | - | - | - | - | - | - |
| (c) | State Govt(s) | - | - | - | - | - | - | - | - | - |
| (d) | Bodies Corporate | 1,942,584 | - | 1,942,584 | 1.88 | - | - | - | - | (1.88) |
| (e) | Banks / FI | - | - | - | - | - | - | - | - | - |
| (f) | Any Others(Specify) | - | - | - | - | - | - | - | - | - |
| | Sub Total(A)(1) | 66,989,830 | - | 66,989,830 | 64.95 | 62,057,046 | - | 62,057,046 | 60.16 | (4.78) |
| 2 | Foreign | | | | | | | | | |
| a | NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b | Other Individuals | - | - | - | - | - | - | - | - | - |
| c | Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d | Banks / FI | - | - | - | - | - | - | - | - | - |
| e | Any Others(Specify) | - | - | - | - | - | - | - | - | - |
| | Sub Total(A)(2) | - | - | - | - | - | - | - | - | - |
| | Total Shareholding of Promoter (A)= (A) (1)+(A)(2) | 66,989,830 | - | 66,989,830 | 64.95 | 62,057,046 | - | 62,057,046 | 60.16 | (4.78) |
| (B) | Public shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| (a) | Mutual Funds | - | - | - | - | 41,961 | - | 41,961 | 0.04 | 0.04 |
| (b) | Banks / FI | 51,570 | 19,880 | 71,450 | 0.07 | 70,386 | 16,880 | 87,266 | 0.08 | 0.02 |
| (c) | Central Govt(s) | - | - | - | - | - | - | - | - | - |
| (d) | State Govt(s) | - | - | - | - | - | - | - | - | - |
| (e) | Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (f) | Insurance Companies | - | - | - | - | - | - | - | - | - |
| (g) | FII's | 4,802,475 | - | 4,802,475 | 4.66 | 4,341,734 | - | 4,341,734 | 4.21 | (0.45) |
| (h) | Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (i) | Any Other (specify) | - | - | - | - | - | - | - | - | - |
| | Sub-Total (B)(1) | 4,854,045 | 19,880 | 4,873,925 | 4.73 | 4,454,081 | 16,880 | 4,470,961 | 4.33 | (0.39) |
| B.2 | Non-institutions | | | | | | | | | |
| (a) | Bodies Corporate | 8,751,545 | 60,120 | 8,811,665 | 8.54 | 13,087,247 | 60,120 | 13,147,367 | 12.75 | 4.20 |
| (i) | Indian | - | - | - | - | - | - | - | - | - |
| (ii) | Overseas | - | - | - | - | - | - | - | - | - |
| (b) | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital up to ₹ 1 lakh | 10,273,667 | 4,728,866 | 15,002,533 | 14.54 | 11,857,259 | 4,415,134 | 16,272,393 | 15.78 | 1.23 |



| Category code | Category of Shareholder | 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 |
| (ii) | Individual shareholders holding nominal share capital in excess of ₹ 1 lakh. | 2,498,041 | - | 2,498,041 | 2.42 | 2,785,520 | - | 2,785,520 | 2.70 | 0.28 |
| (c) | Others (specify) | - | - | - | - | - | - | - | - | - |
| (i) | Clearing Members | 372,741 | - | 372,741 | 0.36 | 828,316 | - | 828,316 | 0.80 | 0.44 |
| (ii) | Trusts | - | - | - | - | - | - | - | - | - |
| (iii) | NRI / OCBs | 3,705,437 | 892,500 | 4,597,937 | 4.46 | 2,232,514 | 881,860 | 3,114,374 | 3.02 | -1.44 |
| (iv) | Foreign Nationals | - | - | - | - | - | - | - | - | - |
| (v) | Foreign Corporate Body | - | - | - | - | - | - | - | - | - |
| (vi) | LLP/Partnership Firm | - | - | - | - | 470,695 | - | 470,695 | 0.46 | 0.46 |
| | Sub-Total (B)(2) | 25,601,431 | 5,681,486 | 31,282,917 | 30.33 | 31,261,551 | 5,357,114 | 36,618,665 | 35.50 | 5.17 |
| (B) | Total Public Shareholding (B) = (B)(1)+(B)(2) | 30,455,476 | 5,701,366 | 36,156,842 | 35.05 | 35,715,632 | 5,373,994 | 41,089,626 | 39.84 | 4.78 |
| | TOTAL (A)+(B) | 97,445,306 | 5,701,366 | 103,146,672 | 100.00 | 97,772,678 | 5,373,994 | 103,146,672 | 100.00 | - |
| (C) | Shares held by Custodians for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| | GRAND TOTAL (A)+(B)+(C) | 97,445,306 | 5,701,366 | 103,146,672 | 100.00 | 97,772,678 | 5,373,994 | 103,146,672 | 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 | | | % of 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 | ANTARA GAUTAM ASHRA | 1,427,924 | 1.38 | - | 1,427,924 | 1.38 | - | - |
| 2 | GAUTAM RASIKLAL ASHRA | 5,231,045 | 5.07 | - | 5,231,045 | 5.07 | - | - |
| 3 | MAMTA GAUTAM ASHRA | 1,980,333 | 1.92 | - | 1,980,333 | 1.92 | - | - |
| 4 | MANGESH GHANASHYAM WAGLE | 65,200 | 0.06 | - | 75,000 | 0.07 | - | (9,800) |
| 5 | MANGESH GHANASHYAM WAGLE - HUF | 7,720 | 0.01 | - | 7,720 | 0.01 | - | - |
| 6 | NARSIMHA SHIBROOR KAMATH | 47,017,024 | 45.58 | - | 47,017,024 | 45.58 | - | - |
| 7 | SHRUTI VISHAL RAO | 2,000,000 | 1.94 | - | - | - | - | 2,000,000 |
| 8 | VIBHA GAGAN SHARMA | 2,000,000 | 1.94 | - | 1,000,000 | 0.97 | - | 1,000,000 |
| 9 | PRABHAVATI RASIKLAL ASHRA | 98,000 | 0.10 | - | 98,000 | 0.10 | - | - |
| 10 | VIJAYABEN KANJI ASHRA | 220,000 | 0.21 | - | 220,000 | 0.21 | - | - |
| 11 | ARJUN GAUTAM ASHRA | 5,000,000 | 0.00 | - | 5,000,000 | 4.85 | - | - |
| 12 | GENTEEL TRADING CO PVT LTD | 612,122 | 0.59 | - | - | - | - | 612,122 |
| 13 | KANJI FOREX PVT LTD | 1,127,622 | 1.09 | - | - | - | - | 1,127,622 |
| 14 | KANJI PITAMBER FOREX PVT LTD | 202,840 | 0.20 | - | - | - | - | 202,840 |
| | Total | 66,989,830 | 60.10 | - | 62,057,046 | 60.16 | - | 4,932,784 |



(iii) Change in Promoters' Shareholding

| Sl. No. | Name of the promoter | | 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 | NARSIMHA SHIBROOR KAMATH | | | | | |
| | At the beginning of the year | | 47,017,024 | 45.58 | 47,017,024 | 45.58 |
| | At the end of the year | | 47,017,024 | 45.58 | 47,017,024 | 45.58 |
| 2 | GAUTAM RASIKLAL ASHRA | | | | | |
| | At the beginning of the year | | 5,231,045 | 5.07 | 5,231,045 | 5.07 |
| | At the end of the year | | 5,231,045 | 5.07 | 5,231,045 | 5.07 |
| 3 | ANTARA GAUTAM ASHRA | | | | | |
| | At the beginning of the year | | 1,427,924 | 1.38 | 1,427,924 | 1.38 |
| | At the end of the year | | 1,427,924 | 1.38 | 1,427,924 | 1.38 |
| 4 | SHRUTI VISHAL RAO | | | | | |
| | At the beginning of the year | | 2,000,000 | 1.94 | 2,000,000 | 1.94 |
| | 25/09/2015 | Transfer (Sold) | (1,300,000) | (1.26) | 700,000 | 0.68 |
| | 27/11/2015 | Transfer (Sold) | (700,000) | (0.68) | - | - |
| | At the end of the year | | NIL | NIL | NIL | NIL |
| 5 | VIBHA GAGAN SHARMA | | | | | |
| | At the beginning of the year | | 2,000,000 | 1.94 | 2,000,000 | 1.94 |
| | 28/08/2015 | Transfer (Sold) | (500,000) | (0.48) | 1,500,000 | 1.45 |
| | 4/12/2015 | Transfer (Sold) | (300,000) | (0.29) | 1,200,000 | 1.16 |
| | 11/12/2015 | Transfer (Sold) | (200,000) | (0.19) | 1,000,000 | 0.97 |
| At the end of the year | | 1,000,000 | 0.97 | 1,000,000 | 0.97 | |
| 6 | ARJUN GAUTAM ASHRA | | | | | |
| | At the beginning of the year | | 5,000,000 | 4.85 | 5,000,000 | 4.85 |
| | At the end of the year | | 5,000,000 | 4.85 | 5,000,000 | 4.85 |
| 7 | MAMTA GAUTAM ASHRA | | | | | |
| | At the beginning of the year | | 1,980,333 | 1.92 | 1,980,333 | 1.92 |
| | At the end of the year | | 1,980,333 | 1.92 | 1,980,333 | 1.92 |
| 8 | KANJI FOREX PVT LTD | | | | | |
| | At the beginning of the year | | 1,127,622 | 1.09 | 1,127,622 | 1.09 |
| | 31/07/2015 | Transfer (Sold) | (93,422) | (0.09) | 1,034,200 | 1.00 |
| | 07/08/2015 | Transfer (Sold) | (1,034,200) | (1.00) | - | - |
| At the end of the year | | NIL | NIL | NIL | NIL | |
| 9 | GENTEEL TRADING COMPANY PVT LTD | | | | | |
| | At the beginning of the year | | 612,122 | 0.59 | 612,122 | 0.59 |
| | 31/07/2015 | Transfer (Sold) | (612,122) | (0.59) | - | - |
| At the end of the year | | NIL | NIL | NIL | NIL | |
| 10 | VIJAYABEN KANJI ASHRA | | | | | |
| | At the beginning of the year | | 220,000 | 0.21 | 220,000 | 0.21 |
| | At the end of the year | | 220,000 | 0.21 | 220,000 | 0.21 |
| 11 | KANJI PITAMBER FOREX PVT LTD | | | | | |
| | At the beginning of the year | | 202,840 | 0.20 | 202,840 | 0.20 |
| | 31/07/2015 | Transfer (Sold) | (202,840) | (0.20) | - | - |
| At the end of the year | | NIL | NIL | NIL | NIL | |
| 12 | PRABHAVATI RASIKLAL ASHRA | | | | | |
| | At the beginning of the year | | 98,000 | 0.10 | 98,000 | 0.10 |
| | At the end of the year | | 98,000 | 0.10 | 98,000 | 0.10 |
| 13 | MANGESH GHANASHYAM WAGLE | | | | | |
| | At the beginning of the year | | 65,200 | 0.06 | 65,200 | 0.06 |
| | 31/03/2015 | Transfer (purchase) | 9,800 | 0.01 | 75,000 | 0.07 |
| At the end of the year | | 75,000 | 0.07 | 75,000 | 0.07 | |
| 14 | MANGESH GHANASHYAM WAGLE | | | | | |
| | At the beginning of the year | | 7,720 | 0.01 | 7,720 | 0.01 |
| | At the end of the year | | 7,720 | 0.01 | 7,720 | 0.01 |



(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | Name of the shareholder | 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 | GULBARGA TRADING AND INVESTMENT PVT. LTD. | | | | |
| | At the beginning of the year | 5,875,000 | 5.70 | 5,875,000 | 5.70 |
| | At the end of the year | 5,875,000 | 5.70 | 5,875,000 | 5.70 |
| 2 | FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK FUND | | | | |
| | At the beginning of the year | 4,570,530 | 4.43 | 4,570,530 | 4.43 |
| | Shares sold during the year | (170,500) | (0.17) | 4,400,030 | 4.27 |
| | Shares sold during the year | (400,030) | (0.39) | 4,000,000 | 3.88 |
| | At the end of the year | 4,000,000 | 3.88 | 4,000,000 | 3.88 |
| 3 | JASHVANT MANSUKHLAL SHAH | | | | |
| | At the beginning of the year | 2,803,199 | 2.72 | 2,803,199 | 2.72 |
| | Shares sold during the year | (100,000) | (0.10) | 2,703,199 | 2.62 |
| | Shares sold during the year | (182,500) | (0.18) | 2,520,699 | 2.44 |
| | Shares sold during the year | (67,500) | (0.07) | 2,453,199 | 2.38 |
| | Shares sold during the year | (350,000) | (0.34) | 2,103,199 | 2.04 |
| | Shares sold during the year | (6,006) | (0.01) | 2,097,193 | 2.03 |
| | Shares sold during the year | (45,297) | (0.04) | 2,051,896 | 1.99 |
| | Shares sold during the year | (110,086) | (0.11) | 1,941,810 | 1.88 |
| | Shares sold during the year | (132,987) | (0.13) | 1,808,823 | 1.75 |
| | Shares sold during the year | (82,816) | (0.08) | 1,726,007 | 1.67 |
| | Shares sold during the year | (96,621) | (0.09) | 1,629,386 | 1.58 |
| | Shares sold during the year | (200) | - | 1,629,186 | 1.58 |
| | Shares sold during the year | (12,205) | (0.01) | 1,616,981 | 1.57 |
| | At the end of the year | 1,616,981 | 1.57 | 1,616,981 | 1.57 |
| 4 | NIRAV COMMERCIALS LTD. | | | | |
| | At the beginning of the year | 1,040,000 | 1.01 | 1,040,000 | 1.01 |
| | At the end of the year | 1,040,000 | 1.01 | 1,040,000 | 1.01 |
| 5 | VIKRAM MANGESH WAGLE | | | | |
| | At the beginning of the year | 566,004 | 0.55 | 566,004 | 0.55 |
| | At the end of the year | 566,004 | 0.55 | 566,004 | 0.55 |
| 6 | DEVIKA CHANDRAKANT SHAH | | | | |
| | At the beginning of the year | 313,329 | 0.30 | 313,329 | 0.30 |
| | Sold During the year | (2,000) | - | 311,329 | 0.30 |
| | Sold During the year | (2,000) | - | 309,329 | 0.30 |
| | At the end of the year | 308,020 | 0.30 | 308,020 | 0.30 |
| 7 | UNNATI N PAREKH | | | | |
| | At the beginning of the year | 283,486 | 0.27 | 283,486 | 0.27 |
| | Sold During the year | (35,000) | (0.03) | 248,486 | 0.24 |
| | Purchase During the year | 3 | - | 248,489 | 0.24 |
| | At the end of the year | 258,489 | 0.25 | 258,489 | 0.25 |



| Sl. No. | Name of the shareholder | 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 |
| 8 | MAHENDRA NARANJI THAKKAR | | | | |
| | At the beginning of the year | 258,478 | 0.25 | 258,478 | 0.25 |
| | Sold During the year | (50,000) | (0.05) | 208,478 | 0.20 |
| | Sold During the year | (66,610) | (0.06) | 141,868 | 0.14 |
| | Sold During the year | (2,845) | - | 139,023 | 0.13 |
| | Sold During the year | (10,653) | (0.01) | 128,370 | 0.12 |
| | Purchase During the year | 42,136 | 0.04 | 170,506 | 0.17 |
| | Purchase During the year | 10,000 | 0.01 | 180,506 | 0.17 |
| | Sold During the year | (177,506) | (0.17) | 3,000 | - |
| | Purchase During the year | 15,000 | 0.01 | 18,000 | 0.02 |
| | At the end of the year | 18,000 | 0.02 | 18,000 | 0.02 |
| 9 | VLS FINANCE LTD | | | | |
| | At the beginning of the year | 252,220 | 0.24 | 252,220 | 0.24 |
| | Sold During the year | (178,220) | (0.17) | 74,000 | 0.07 |
| | Sold During the year | (70,000) | (0.07) | 4,000 | - |
| | Purchase During the year | 322,000 | 0.31 | 326,000 | 0.32 |
| | Sold During the year | (325,000) | (0.32) | 1,000 | - |
| | Purchase During the year | 15,000 | 0.01 | 16,000 | 0.02 |
| | Purchase During the year | 3,200 | - | 19,200 | 0.02 |
| | Sold During the year | (18,200) | (0.02) | 1,000 | - |
| | At the end of the year | 1,000 | - | 1,000 | - |
| 10 | GLOBE CAPITAL MARKET LTD | | | | |
| | At the beginning of the year | 180,902 | 0.18 | 180,902 | 0.18 |
| | Purchase During the year | 178,220 | 0.17 | 359,122 | 0.35 |
| | Purchase During the year | 2,340 | - | 361,462 | 0.35 |
| | Purchase During the year | 12,051 | 0.01 | 373,513 | 0.36 |
| | Purchase During the year | 60,377 | 0.06 | 433,890 | 0.42 |
| | Purchase During the year | 15,618 | 0.02 | 449,508 | 0.44 |
| | Purchase During the year | 375 | - | 449,883 | 0.44 |
| | Sold During the year | (10,171) | (0.01) | 439,712 | 0.43 |
| | Purchase During the year | 50 | - | 439,762 | 0.43 |
| | Purchase During the year | 5,755 | 0.01 | 445,517 | 0.43 |
| | Sold During the year | (3,520) | - | 441,997 | 0.43 |
| | Sold During the year | (80) | - | 441,917 | 0.43 |
| | Purchase During the year | 117 | - | 442,034 | 0.43 |
| | Purchase During the year | 25 | - | 442,059 | 0.43 |
| | Sold During the year | (342,050) | (0.33) | 100,009 | 0.10 |
| | Purchase During the year | 326,850 | 0.32 | 426,859 | 0.41 |
| | Purchase During the year | 8,809 | 0.01 | 435,668 | 0.42 |
| | Sold During the year | (83,368) | (0.08) | 352,300 | 0.34 |
| | Sold During the year | (275) | - | 352,025 | 0.34 |
| | Purchase During the year | 20,825 | 0.02 | 372,850 | 0.36 |
| | Purchase During the year | 209,500 | 0.20 | 582,350 | 0.56 |
| | Sold During the year | (174,500) | (0.17) | 407,850 | 0.40 |
| | Purchase During the year | 37,390 | 0.04 | 445,240 | 0.43 |
| | Purchase During the year | 246,341 | 0.24 | 691,581 | 0.67 |
| | Purchase During the year | 121,321 | 0.12 | 812,902 | 0.79 |
| | Purchase During the year | 357,563 | 0.35 | 1,170,465 | 1.13 |
| | Sold During the year | (8,898) | (0.01) | 1,161,567 | 1.13 |



| Sl. No. | Name of the shareholder | 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 |
| | Sold During the year | (120,501) | (0.12) | 1,041,066 | 1.01 |
| | Sold During the year | (120,010) | (0.12) | 921,056 | 0.89 |
| | Sold During the year | (207,271) | (0.20) | 713,785 | 0.69 |
| | Sold During the year | (143,722) | (0.14) | 570,063 | 0.55 |
| | Sold During the year | (119,923) | (0.12) | 450,140 | 0.44 |
| | Purchase During the year | 215,807 | 0.21 | 665,947 | 0.65 |
| | Sold During the year | (69,686) | (0.07) | 596,261 | 0.58 |
| | Purchase During the year | 85,893 | 0.08 | 682,154 | 0.66 |
| | Purchase During the year | 20,875 | 0.02 | 703,029 | 0.68 |
| | Purchase During the year | 40,266 | 0.04 | 743,295 | 0.72 |
| | Purchase During the year | 267,207 | 0.26 | 1,010,502 | 0.98 |
| | Sold During the year | (372,261) | (0.36) | 638,241 | 0.62 |
| | Sold During the year | (10,978) | (0.01) | 627,263 | 0.61 |
| | Sold During the year | (48,215) | (0.05) | 579,048 | 0.56 |
| | Sold During the year | (124,796) | (0.12) | 454,252 | 0.44 |
| | Sold During the year | (131,169) | (0.13) | 323,083 | 0.31 |
| | Purchase During the year | 169,770 | 0.16 | 492,853 | 0.48 |
| | Purchase During the year | 290,333 | 0.28 | 783,186 | 0.76 |
| | Purchase During the year | 67,425 | 0.07 | 850,611 | 0.82 |
| | Sold During the year | (3,743) | - | 846,868 | 0.82 |
| | Purchase During the year | 252,450 | 0.24 | 1,099,318 | 1.07 |
| | Sold During the year | (67,560) | (0.07) | 1,031,758 | 1.00 |
| | Sold During the year | (19,064) | (0.02) | 1,012,694 | 0.98 |
| | Purchase During the year | 73,518 | 0.07 | 1,086,212 | 1.05 |
| | Sold During the year | (554) | - | 1,085,658 | 1.05 |
| | Sold During the year | (2,146) | - | 1,083,512 | 1.05 |
| | Sold During the year | (14,269) | (0.01) | 1,069,243 | 1.04 |
| | Sold During the year | (9,114) | (0.01) | 1,060,129 | 1.03 |
| | At the end of the year | 1,060,129 | 1.03 | 1,060,129 | 1.03 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Name of the Director | 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 | Mr. Mayank S. Mehta- Chairman & Independent Director | | | | |
| | At the beginning of the year | 87,600 | 0.08 | 87,600 | 0.08 |
| | At the end of the year | 87,600 | 0.08 | 87,600 | 0.08 |
| 2 | Mr. Santosh Laxman Parab-Independent Director | | | | |
| | At the beginning of the year | 1,000 | - | 1,000 | - |
| | At the end of the year | 2,300 | - | 2,300 | - |
| 3 | Mr. Vipul Babulal Thakkar-Chief Financial Officer | | | | |
| | At the beginning of the year | 50,289 | 0.05 | 50,289 | 0.05 |
| | At the end of the year | 50,289 | 0.05 | 50,289 | 0.05 |



V INDEBTEDNESS

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

(₹ in Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|--|--------------------|----------|-----------------------|
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | 6,126.44 | - | - | 6,126.44 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 6,126.44 | - | - | 6,126.44 |
| Change in Indebtedness during the financial year | | | | |
| Additions | - | - | - | - |
| Reduction | (3,277.85) | - | - | (3,277.85) |
| Reinstatement | 246.16 | - | - | 246.16 |
| Net Change | (3,031.69) | - | - | (3,031.69) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 3,129.21 | - | - | 3,129.21 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 34.46 | - | - | 34.46 |
| Total (i+ii+iii) | 3,163.67 | - | - | 3,163.67 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

| Sl. No | Particulars of Remuneration | Name of the MD/WTD/Manager | | | Total Amount |
|--------|--|----------------------------|---------------------|--------------------|--------------|
| | | S. N. Kamath | Dr. Vibha G. Sharma | Mrs. Shruti V. Rao | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 111.93 | 23.84 | 26.67 | 162.44 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | as % of profit | - | - | - | - |
| | others (specify) | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 111.93 | 23.84 | 26.67 | 162.44 |
| | Ceiling as per the Act | | | | |



B. Remuneration to other directors:

(₹ in Lakhs)

| Sl. No | Particulars of Remuneration | Name of the Directors | | | | | Total Amount |
|--------|--|-----------------------|------------|-------------|--------------|-------------|--------------|
| | | Mayank Mehta | S.R Vaidya | Hira Sadhak | Gautam Ashra | G. G. Desai | |
| 1 | Independent Directors | | | | | | |
| | (a) Fee for attending board committee meetings | 0.80 | 0.80 | 0.40 | - | 0.20 | 2.20 |
| | (b) Commission | - | - | - | - | - | - |
| | (c) Others, please specify | - | - | - | - | - | - |
| | Total (1) | 0.80 | 0.80 | 0.40 | - | 0.20 | 2.20 |
| 2 | Other Non Executive Directors | - | - | - | - | - | - |
| | (a) Fee for attending board committee meetings | - | - | - | 0.80 | - | 0.80 |
| | (b) Commission | - | - | - | - | - | - |
| | (c) Others, please specify. | - | - | - | - | - | - |
| | Total (2) | - | - | - | 0.80 | - | 0.80 |
| | Total (B)=(1+2) | 0.80 | 0.80 | 0.40 | 0.80 | 0.20 | 3.00 |
| | Total Managerial Remuneration | | | | | | |
| | Overall Ceiling as per the Act. | | | | | | |

C. Remuneration to Key Managerial personnel other than MD/Manager/WTD

(₹ in Lakhs)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|---------|--|----------------------------|-------------------------|----------------------|-------|
| | | Mr. S.N. Kamath (MD & CEO) | Mr. Vipul Thakkar (CFO) | Ms. Aditi Bhatt (CS) | |
| 1 | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | same as Managing Director | 22.11 | 1.63 | 23.74 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | - | - | - |
| 2 | Stock Option | | - | - | - |
| 3 | Sweat Equity | | - | - | - |
| 4 | Commission as % of profit | | - | - | - |
| | others, specify | | - | - | - |
| 5 | Others, please specify | | - | - | - |
| | | | - | - | - |
| | Total Remuneration | | 22.11 | 1.63 | 23.74 |

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 Punishment Compounding | | | NIL | | |
| B. DIRECTORS - Penalty Punishment Compounding | | | NIL | | |
| C. OTHER OFFICERS IN DEFAULT - Penalty Punishment Compounding | | | NIL | | |



ANNEXURE - VIII TO DIRECTOR'S REPORT

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

Bliss GVS management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavours to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value-based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their Boards. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2nd September, 2015, replacing the earlier Listing Agreement (w.e.f. 1st December, 2015). The amended norm is aligned with the provisions of the Companies Act, 2013 and is aimed to encourage Companies to 'adopt best practices on corporate governance.

BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the Company with a non-executive director as a chairperson to have at least one-third of the Independent Directors. The following composition of Board of Directors of the Company as follows:

COMPOSITION OF BOARD AS ON 31st MARCH, 2016:

| SR. NO. | NAME OF DIRECTOR | CATEGORY | DESIGNATION |
|---------|----------------------|--------------------------------------|---------------------|
| 1 | Mr. Mayank S. Mehta* | Independent Director | Chairman |
| 2 | Mr. S. R. Vaidya | Independent Director | Director |
| 3 | Mr. Santosh Parab** | Independent Director | Director |
| 4 | Mr. Gautam R. Ashra | Promoter and Non –Executive Director | Director |
| 5 | Dr. Vibha G. Sharma | Promoter and Executive Director | Whole Time Director |
| 6 | Mrs. Shruti V. Rao | Promoter and Executive Director | Whole Time Director |
| 7 | Mr. S. N. Kamath | Promoter and Executive Director | Managing Director |

*Mr. G. G. Desai resigned from the Board as the Chairman and Independent Director of the Company with effective from 29th May, 2015 due to his ill health. Mr. Mayank S. Mehta, an Independent Director, took over as the Chairman of the Board with effective from 29th May, 2015.

**Mr. Hira Sadhak was appointed on 9th November, 2015 and he resigned on 17th May, 2016 due to personal pre-occupation. Mr. Santosh Parab was appointed on 24th May, 2016 as an Independent Director of the Company.

MEETINGS AND ATTENDANCE DURING THE YEAR 2015-2016:

Annual General Meeting was held on 16th September, 2015



Board Meetings were conducted 4 (Four) times during the year as follows:

| Sr. No | Date | Board Strength | No. Of. Directors Present |
|--------|------------|----------------|---------------------------|
| 1 | 29.05.2015 | 7 | 7 |
| 2 | 14.08.2015 | 6 | 6 |
| 3 | 09.11.2015 | 7 | 7 |
| 4 | 11.02.2016 | 7 | 7 |

The record of Attendance at Board Meetings and Membership of Board of Directors as on March 31, 2016:

| Sr. No | Name of Directors | No of Board Meetings attended during the Year | Attendance at the AGM | No. of Membership of Committees | No. Of Chairmanships of Committees |
|--------|---------------------|---|-----------------------|---------------------------------|------------------------------------|
| 1 | Mr. Mayank S. Mehta | 4 | P | 2 | 1 |
| 2 | Mr. S. R. Vaidya | 4 | P | 1 | 3 |
| 3 | Mr. Hira Sadhak | 2 | NA | NIL | NIL |
| 4 | Mr. Gautam R. Ashra | 4 | P | 2 | 1 |
| 5 | Mr. S. N. Kamath | 4 | P | 2 | NIL |
| 6 | Dr. Vibha G. Sharma | 4 | P | 1 | 1 |
| 7 | Mrs. Shruti V. Rao | 4 | P | 4 | NIL |
| 8 | Mr. G. G. Desai* | 1 | NA | NIL | NIL |

*Mr. G. G. Desai resigned on 29/05/2015.

NOTES:

- The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.
- The Independent Directors held a meeting on 11th February, 2016, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.
- During the period the Company received notices/ declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
- Mrs. Shruti V. Rao and Dr. Vibha G. Sharma are two women directors to the Board.
- The Board has also set up a committee to meet with the women's grievances in line with "Vishakha Guidelines" namely Health and Safety Committee.
- The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

AUDIT COMMITTEE:

Brief description and terms of reference:

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee as on March 31, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|---------------------|----------------------|-------------|
| 1. | Mr. Mayank S. Mehta | Independent Director | Chairman |
| 2. | Mr. S. R. Vaidya | Independent Director | Member |
| 3. | Mr. S. N. Kamath | Managing Director | Member |

Company has conducted 4 (Four) Audit Committee Meeting during the year.

| April – June | July – September | October – December | January – March |
|--------------|------------------|--------------------|-----------------|
| 29.05.2015 | 14.08.2015 | 09.11.2015 | 11.02.2016 |

Meetings and Attendance of the Audit Committee during the year:



| Sr. No | Name of Member | No. of Meeting Held During the Year | No. of Meeting Attended |
|--------|---------------------|-------------------------------------|-------------------------|
| 1 | Mr. Mayank S. Mehta | 4 | 4 |
| 2 | Mr. S. R. Vaidya | 4 | 4 |
| 3 | Mr. S. N. Kamath | 4 | 4 |

The Audit Committee meetings are also attended by CFO, Internal Auditors and Statutory Auditors as invitees.

Powers of the Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;



19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE:

Brief description and terms of reference:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors, sitting fee payable to our Non-Executive Directors, remuneration policy covering policies on remuneration payable to our senior executives. The Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Nomination and Remuneration Committee as on 31st March, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|---------------------|------------------------|-------------|
| 1 | Mr. Mayank S. Mehta | Independent Director | Chairman |
| 2 | Mr. S. R. Vaidya | Independent Director | Member |
| 3 | Mr. Gautam R. Ashra | Non-Executive Director | Member |

Company has conducted Nomination and Remuneration Committee meetings on 14/08/2015, 09/11/2015, 15/01/2016 and 29/03/2016.

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- Determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- Determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Evaluating performance of each Director and performance of the Board as a whole;

REMUNERATION OF DIRECTORS:

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

(a) Remuneration of Executive Directors:

The details of remuneration paid to the Executive Directors during the year 2015-16 are given below:

(₹ in Lakhs)

| Sr. No. | Name of Directors | Salary | Contribution to PF, Superannuation, Gratuity & Leave Encashment | Total |
|---------|---------------------|--------|---|--------|
| 1 | Mr. S. N. Kamath | 101.64 | 10.29 | 111.93 |
| 2 | Dr. Vibha G. Sharma | 21.78 | 2.06 | 23.64 |
| 3 | Mrs. Shruti V. Rao | 24.20 | 2.47 | 26.67 |

Notes:

- (i) The Company does not have a Scheme for grant of Stock Options to the Directors or Employees.
- (ii) The appointment of Managing Director and Wholetime Director are by way of Board/Special Resolution and covering



terms and conditions of the services. There is no separate provision for severance fees.

(b) Remuneration of Non-Executive Directors:

The details of remuneration paid to Non-Executive Directors for the year 2015-16 are given below:

| Sr. No. | Name of the Directors | Sitting fees | Number of Share Held |
|---------|-----------------------|--------------|----------------------|
| 1 | Mr. Gautam R. Ashra | 80,000 | 5231045 |
| 2 | Mr. Mayank S. Mehta | 80,000 | 87600 |
| 3 | Mr. S. R. Vaidya | 80,000 | - |
| 4 | Mr. Santosh Parab* | NA | 2300 |
| 5 | Mr. Hira Sadhak** | 40,000 | - |
| 6 | Mr. G. G. Desai*** | 20,000 | - |

* Appointed with effect from 24th May, 2016

**Appointed with effect from 9th November, 2015 and Resigned with effect from 17th May, 2016

***Resigned with effect from 29th May, 2015

Notes:

- (i) The remuneration to Non-Executive Directors comprises only of sitting fees.
- (ii) The criteria for payments of remuneration are time spent by the Non-Executive Directors at the meeting of the Board and Committees.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Brief description and terms of reference:

As per Section 135 of the Companies Act, 2013, Schedule VII to the Act and Rules made thereunder, all Companies that have a net worth of ₹ 500 crore or more, or turnover of ₹ 1,000 crore or more or a net profit of ₹ 5 crore or more during any financial year will be required to constitute a Corporate Social Responsibility (CSR) committee of the Board consisting of three or more directors, at least one of whom will be an Independent Director. The Corporate Social Responsibility Committee is duly constituted as follows:

Composition of Corporate Social Responsibility Committee as on 31st March, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|--------------------|----------------------|-------------|
| 1 | Mr. S. R. Vaidya | Independent Director | Chairman |
| 2 | Mr. S. N. Kamath | Managing Director | Member |
| 3 | Mrs. Shruti V. Rao | Wholetime Director | Member |

The purpose of the committee is to formulate and monitor the CSR policy of the Company. The CSR committee has adopted a policy that intends to:

- Strive for economic development that positively impacts the society at large with a minimal resource footprint.
- Be responsible for the Company's actions and encourage positive impact through its activities on the environment, communities and stakeholders. The committee will be overseeing the activities / functioning of the Company in identifying the areas of CSR activities, programs and execution of initiatives as per predefined guidelines.

During the financial year ended 31st March, 2016, the Committee met once on 11th February, 2016.

SHARES TRANSFER COMMITTEE:

Brief description and Terms of Reference:

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto. The Share Transfer Committee is duly constituted as follows:

Composition of Shares Transfer Committee as on 31st March, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|---------------------|------------------------|-------------|
| 1 | Mr. S. R. Vaidya | Independent Director | Chairman |
| 2 | Mr. Gautam R. Ashra | Non-Executive Director | Member |
| 3 | Mrs. Shruti V. Rao | Wholetime Director | Member |

Company has conducted Shares Transfer Committee meetings on.

| April – June | July – September | October – December | January – March |
|--------------|------------------|--------------------|-----------------|
| 09/04/2015 | 07/07/2015 | 16/10/2015 | 06/01/2016 |
| 15/04/2015 | 20/07/2015 | 23/10/2015 | 21/01/2016 |
| 27/04/2015 | 11/08/2015 | 29/10/2015 | 28/01/2016 |
| 04/05/2015 | 20/08/2015 | 05/11/2015 | 03/02/2016 |
| 26/05/2015 | 25/08/2015 | 26/11/2015 | 12/02/2016 |
| 01/06/2015 | 08/09/2015 | 30/11/2015 | 20/02/2016 |
| 17/06/2015 | | 23/12/2015 | 15/03/2016 |
| 30/06/2015 | | | 30/03/2016 |

Name of Company Secretary & Compliance Officer – Ms. Aditi Bhatt

Email Id: cs@blissgvs.com



HEALTH AND SAFETY COMMITTEE:

Brief description and Terms of Reference:

The Committee fulfils its responsibilities by reviewing, monitoring the management of health, safety and social impacts of the Company's various projects and operations. It also ensures Safety of women at various workplace/factories. The Company has in place Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Health and Safety Committee is duly constituted as follows:

Composition of Health and Safety Committee as on 31st March, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|---------------------|--------------------------|-------------|
| 1 | Dr. Vibha G. Sharma | Wholetime Director | Chairman |
| 2. | Mrs. Shruti V. Rao | Wholetime Director | Member |
| 3. | Mr. Prashant Churi | GM- Technical Operations | Member |
| 4. | Mr. Vipul B.Thakkar | Chief Financial Officer | Member |

The Company has not received any complaint under this policy during the 2015-2016.

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brief description and Terms of Reference:

To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Stakeholder Relationship Committee as on 31st March, 2016:

| Sr. No. | Name of Members | Category | Designation |
|---------|---------------------|------------------------|-------------|
| 1 | Mr. Gautam R. Ashra | Non-Executive Director | Chairman |
| 2 | Mr. Mayank S. Mehta | Independent Director | Member |
| 3 | Dr. Vibha G. Sharma | Wholetime Director | Member |
| 4 | Mrs. Shruti V. Rao | Wholetime Director | Member |

SUBSIDIARY COMPANIES:

The Company has seven direct subsidiaries and four step down subsidiaries.

The minutes of the Board Meetings of the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors. The Company does not have a material subsidiary as on the date of this report, having a net worth exceeding 20% of the consolidated net worth or income of 20% of the consolidated income of your Company.

MANAGEMENT REVIEW AND RESPONSIBILITY:

FORMAL EVALUATION OF OFFICERS:

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

DISCLOSURES:

1. RELATED PARTY DISCLOSURES:

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. The Company had formulated and adopted a policy for related party transactions and same is displayed on the Company's website 'www.blissgvs.com'.

The details of such related party transactions are available in the Notes to the Standalone & Consolidated financial statements section of the Annual Report.

2. COMPLIANCE BY THE COMPANY:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

3. ACCOUNTING TREATMENT:

The accounting treatments are in accordance with the applicable accounting standard. The Company has not altered or adapted any new standard.

4. RISK MANAGEMENT FRAMEWORK:

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk



assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

5. VIGIL MECHANISM / WHISTLE BLOWER:

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

6. NON- MANDATORY REQUIRMENTS:

Shareholder's Rights: The half yearly financial results are published in leading newspapers and also displayed on the Company's website 'www.blissgvs.com'.

7. PREVENTION OF INSIDER TRADING:

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website 'www.blissgvs.com'. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

8. CODE OF CONDUCT:

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Directors and Senior Management. The Code is available on the Company's website 'www.blissgvs.com'.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2016. A declaration to this effect signed by the Managing Director annexed to this Report.

9. CEO AND CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

ANNUAL GENERAL MEETINGS:

Details of Annual General Meetings:

| Particulars | F.Y. 2014-2015 | F.Y. 2013-2014 | F.Y. 2012-2013 |
|-------------|----------------|----------------|----------------|
| Date | 16.09.2015 | 28.08.2014 | 14.08.2013 |
| Time | 10.30 a.m. | 10.00 a.m. | 10.00 a.m. |

| Particulars | F.Y. 2014-2015 | F.Y. 2013-2014 | F.Y. 2012-2013 |
|--------------|--|--|--|
| Venue | Hotel The Mirador, New Link Road Andheri – (East), Mumbai - 400099 | Hotel The Mirador, New Link Road Andheri – (East), Mumbai - 400099 | Hotel The Mirador, New Link Road Andheri – (East), Mumbai - 400099 |
| Regd. Office | 102, Hyde Park, Sakivihar Road, Andheri (East), Mumbai 400 072 | 102, Hyde Park, Sakivihar Road, Andheri (East), Mumbai 400 072 | 102, Hyde Park, Sakivihar Road, Andheri (East), Mumbai 400 072 |

MEANS OF COMMUNICATION:

| | |
|--|--|
| Half Yearly Financial Report | The Financial results of the Company are published in leading newspapers and also displayed on the Company's website 'www.blissgvs.com'. Therefore, a separate half yearly report is not sent to each shareholder. |
| Quarterly Financial Results | The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the Company are listed. |
| Newspapers in which results are normally published | 1. Economic Times (English) 2. Maharashtra Times (Marathi) 3. Free Press Journal (English) 4. Navshakti (Marathi) |
| Website | www.blissgvs.com |
| Administrative/ Registered Office | 102, Hyde Park, Sakivihar Road, Andheri – East, Mumbai – 400 072 |
| Whether Management Discussions and Analysis report is a part of Annual Report or not | Yes |

GENERAL SHAREHOLDERS INFORMATION:

- 31st Annual General Meeting:
 - Date : 14th September, 2016
 - Time : 10:30 a.m.
 - Venue : Hotel The Mirador, New Link Road, Andheri – (East), Mumbai - 400 099.



2. Date of Book Closure: 8th September, 2016 to 16th September, 2016 (both days inclusive)

3. Tentative Calendar for financial year 31st March, 2017:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2017 are as follows:

| | |
|---|--------------------------------|
| Financial Reporting for the Quarter Ended 30 th June 2016 | 27 th July, 2016 |
| Financial Reporting for the Quarter and Half yearly Ended 30 th September 2016 | 26 th October, 2016 |
| Financial Reporting for the Quarter Ended 31 st December 2016 | 30 th January, 2017 |
| Financial Reporting for the Quarter Ended 31 st March 2017 | 22 nd May, 2017 |

4. Registered Office:

102, Hyde Park, Sakivihar Road,
Andheri – (East), Mumbai – 400 072.

5. Listing of Shares on Stock Exchanges:

The Company shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The requisite listing fees have been paid in full to all the Stock Exchanges.

6. A) Stock Codes

BSE : 506197
NSE : BLISSGVS
ISIN : INE416D01022

B) Corporate Identity Number: L24230MH1984PLC034771

7. Market Price Data: BSE & NSE

A) The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares |
|--------|------------|------------|-----------|-------------|---------------|
| Apr-15 | 128.40 | 145.70 | 115.50 | 118.90 | 17,93,448 |
| May-15 | 120.00 | 130.40 | 111.50 | 124.10 | 8,20,339 |
| Jun-15 | 127.20 | 130.00 | 108.20 | 125.00 | 10,36,379 |
| Jul-15 | 125.00 | 204.00 | 117.50 | 195.00 | 80,25,627 |
| Aug-15 | 196.50 | 198.00 | 134.00 | 167.70 | 37,67,040 |
| Sep-15 | 158.00 | 192.10 | 151.00 | 180.60 | 37,72,926 |
| Oct-15 | 182.60 | 210.90 | 172.50 | 174.20 | 36,70,757 |
| Nov-15 | 174.20 | 201.30 | 170.20 | 187.90 | 42,07,787 |
| Dec-15 | 188.90 | 190.70 | 161.80 | 176.60 | 30,71,618 |
| Jan-16 | 177.95 | 184.90 | 146.45 | 178.10 | 68,81,788 |
| Feb-16 | 178.60 | 180.50 | 114.50 | 148.15 | 37,12,528 |
| Mar-16 | 146.70 | 152.90 | 125.60 | 126.80 | 17,85,700 |

(Source –www.bseindia.com)

B) The Monthly high/low quotation of equity shares traded on the National Stock Exchange Limited, Mumbai are as follows:

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares |
|--------|------------|------------|-----------|-------------|---------------|
| Apr-15 | 128.00 | 146.00 | 102.00 | 118.65 | 70,29,663 |
| May-15 | 121.50 | 130.20 | 111.30 | 124.40 | 19,82,858 |
| Jun-15 | 129.65 | 129.65 | 95.05 | 125.00 | 23,03,779 |
| Jul-15 | 124.80 | 204.00 | 120.00 | 195.05 | 2,14,69,273 |
| Aug-15 | 195.50 | 197.00 | 133.50 | 161.40 | 1,33,66,923 |
| Sep-15 | 160.00 | 192.15 | 150.35 | 181.15 | 1,08,97,336 |
| Oct-15 | 182.70 | 210.50 | 172.35 | 174.20 | 1,17,50,794 |
| Nov-15 | 174.40 | 200.75 | 167.95 | 188.30 | 93,43,864 |
| Dec-15 | 188.65 | 190.55 | 161.20 | 176.05 | 88,07,729 |
| Jan-16 | 178.00 | 185.00 | 146.50 | 176.55 | 1,09,93,254 |
| Feb-16 | 177.30 | 180.90 | 114.00 | 148.20 | 1,59,44,028 |
| Mar-16 | 149.80 | 151.90 | 124.05 | 125.45 | 52,96,860 |

(Source –www.nseindia.com)

8. Distribution of shareholding as on 31st March, 2016:

| Slab of share-holdings No. of Equity Shares | No. of Share-holders | % To total No. of share-holders | No. of shares held | % To total Shares held |
|---|----------------------|---------------------------------|--------------------|------------------------|
| Upto – 500 | 9221 | 61.9 | 1396543 | 1.4 |
| 501 – 1000 | 1444 | 9.7 | 1156763 | 1.1 |
| 1001 – 2000 | 2112 | 14.2 | 2711586 | 2.6 |
| 2001 – 3000 | 830 | 5.6 | 1955478 | 1.9 |
| 3001 – 4000 | 308 | 2.1 | 1074618 | 1.1 |
| 4001 – 5000 | 294 | 2.0 | 1345240 | 1.3 |
| 5001 – 10000 | 331 | 2.1 | 2398114 | 2.3 |
| 10001 & above | 351 | 2.4 | 91108330 | 88.3 |
| TOTAL | 14891 | 100.0 | 103146672 | 100.0 |

9. Shareholding Pattern as on 31st March, 2016:

| | Categories of Shareholders | Shares Held | % of Total |
|----|--|-------------|------------|
| a) | Promoters | 62057046 | 60.16 |
| b) | Banks, Financial Institution, Insurance Companies, (Central/ State Govt. Institution/ Non-Govt. Institution) | 87266 | 0.1 |
| c) | Mutual Funds/UTI | 41961 | 0.0 |
| d) | Foreign Institutional Investors | 4341734 | 4.2 |
| e) | Bodies Corporate | 13147367 | 12.7 |
| f) | Public Individuals | 19057913 | 18.5 |
| g) | NRI's / OCBs | 3114374 | 3.0 |
| h) | Clearing Members | 828316 | 0.8 |
| i) | LLP/Partnership Firm | 470695 | 0.5 |
| | TOTAL | 103146672 | 100 |

**10. Registrar and Transfer Agent:**

M/s. Universal Capital Securities Private Limited continues to be the Registrar and Transfer Agent of the Company. All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Universal Capital Securities Private Limited, in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to M/s. Universal Capital Securities Private Limited instead of sending to the Company. As the Company's shares are compulsorily to be traded in the dematerialized form, members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:

UNIVERSAL CAPITAL SECURITIES PVT LTD

21, Shakeel Niwas,
Mahakali Caves Road,
Andheri – (East),
Mumbai – 400 093
Phone No.022- 2820 7203 – 05
Email: - info@unisec.in

11. Demat and Physical Shares held as on 31st March, 2016:

As on 31st March, 2016: 9,77,72,678 shares, representing 94.79 % of the total issued capital, were held in dematerialized form and 53,73,994 shares, representing 5.21% of the total issued capital is held in physical form.

12. Outstanding ADRs / GDRs.

The Company has not issued any ADRs / GDRs

13. Factory/ Plant Location:

Plot 10, 11 and 12 Dewan Udyog Nagar, Aliyali Village, Palghar- 401404.

14. Address for Correspondence:

102, Hyde Park,
Sakivihar Road,
Andheri – (East),
Mumbai – 400 072.

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,
The Members of
Bliss GVS Pharma Limited

We have examined the compliance of conditions of corporate governance by Bliss GVS Pharma Limited ('the Company') for the year ended March 31, 2016 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

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

For Ramesh Chandra Mishra & Associates

Sd/-

Ramesh Mishra

FCS: 5477

PCS: 3987

Place: Mumbai

Date: May 24, 2016



DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Bliss GVS Pharma Limited

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2016.

For Bliss GVS Pharma Limited

Sd/-

S. N. Kamath

(Managing Director)

Place: Mumbai

Date: May 24, 2016

MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Bliss GVS Pharma Limited

We, Mr. S. N. Kamath, Managing Director and Mr. Vipul B. Thakkar, Chief Financial Officer, do hereby certify as follows:

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Bliss GVS Pharma Limited

Sd/-

S. N. Kamath

(Managing Director)

For Bliss GVS Pharma Limited

Sd/-

Vipul B. Thakkar

(Chief Financial Officer)

Place: Mumbai

Date: 24th May, 2016



FINANCIAL HIGHLIGHTS FOR LAST 5 YEARS

Standalone Statement of Profit & Loss

| | Particulars | Mar-12 | Mar-13 | Mar-14 | Mar-15 | Mar-16 |
|-----|--|-----------|-----------|-----------|-----------|-----------|
| 1 | Income from Operation | | | | | |
| (A) | Net Sales (Net of Excise Duty) | 26,442.53 | 34,810.82 | 28,349.25 | 30,945.88 | 31,969.24 |
| (B) | Other Operating Income | 264.53 | 557.50 | 473.82 | 356.28 | 669.10 |
| | Total Income from Operations (Net) | 26,707.06 | 35,368.32 | 28,823.07 | 31,302.16 | 32,638.34 |
| 2 | Expenses | | | | | |
| A) | Consumption of Materials | 14,799.48 | 18,800.30 | 13,517.82 | 13,784.13 | 13,490.28 |
| B) | Purchase of Traded Goods | 1,001.29 | 360.28 | 1,030.40 | 90.32 | 36.37 |
| C) | (Increase/Decrease in Stock in Trade | (53.60) | (511.73) | 60.57 | 248.27 | (132.09) |
| D) | Employee Benefit Expenses | 694.43 | 987.07 | 1,292.61 | 1,736.08 | 2,188.89 |
| E) | Depreciation/Amortisation | 364.61 | 442.78 | 446.16 | 507.83 | 585.24 |
| F) | Other Expenditure | 3,204.41 | 5,654.21 | 6,314.46 | 6,823.95 | 7,445.08 |
| | Total Expenses | 20,010.62 | 25,732.90 | 22,662.02 | 23,190.58 | 23,613.77 |
| 3 | Profit from Operations Before Other Income & Finance Cost & Exceptional Items (1-2) | 6,696.44 | 9,635.42 | 6,161.05 | 8,111.59 | 9,024.57 |
| 4 | Other Income | 1,585.85 | 1,503.28 | 3,012.42 | 2,135.03 | 2,307.58 |
| 5 | Profit from Ordinary Activities Before Finance Cost (3+4) | 8,282.29 | 11,138.70 | 9,173.47 | 10,246.62 | 11,332.15 |
| 6 | Finance Cost | 310.99 | 655.47 | 943.63 | 1,121.18 | 1,310.98 |
| 7 | Profit from Ordinary Activities After Finance Cost But Exceptional Items (5-6) | 7,971.25 | 10,483.23 | 8,229.84 | 9,125.45 | 10,021.17 |
| 8 | Exceptional Items | - | - | - | - | - |
| 9 | Profit From Ordinary Activities Before Tax (7-8) | 7,971.25 | 10,483.23 | 8,229.84 | 9,125.45 | 10,021.17 |
| 10 | Tax Expense (including Deferred Tax) | 2,688.35 | 4,815.03 | 2,837.19 | 3,123.90 | 3,459.70 |
| 11 | Net Profit for the Period (9-10) | 5,282.90 | 5,668.20 | 5,392.65 | 6,001.55 | 6,561.47 |
| 12 | Net Profit After Tax (11-12) | 5,282.90 | 5,668.20 | 5,392.65 | 6,001.55 | 6,561.47 |
| 13 | Paid-up Equity Capital | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 |
| 14 | Reserves Excluding Revaluation Reserve (As per Balance Sheet) | 20,011.63 | 24,842.03 | 30,452.64 | 35,787.14 | 42,175.96 |
| 15 | Basic and Diluted Eps (Not Annualised) | 5.12 | 5.50 | 5.23 | 5.82 | 6.36 |



STANDALONE STATEMENT OF ASSETS AND LIABILITIES

| | Particulars | Mar-12 | Mar-13 | Mar-14 | Mar-15 | Mar-16 |
|------------|---|-----------|-----------|-----------|-----------|-----------|
| I. | EQUITY AND LIABILITIES | | | | | |
| 1 | Shareholders Funds | | | | | |
| | (a) Share Capital | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 | 1,031.47 |
| | (b) Reserves and Surplus | 20,011.63 | 24,842.04 | 30,452.64 | 35,787.14 | 42,175.96 |
| | (c) Money received against share warrants | - | - | - | - | - |
| | Sub-total-Shareholders funds | 21,043.10 | 25,873.51 | 31,484.11 | 36,818.61 | 43,207.43 |
| 2 | Non- Current Liabilities | | | | | |
| | (a) Long Term Borrowings | 294.19 | 5,367.81 | 4,513.54 | 3,020.95 | 1,184.07 |
| | (b) Deferred Tax Liabilities (Net) | 120.17 | 436.68 | 619.80 | 715.30 | 827.58 |
| | (c) Long Term Provisions | 51.36 | 73.81 | 110.33 | 139.85 | 166.84 |
| | Sub-total-Non-current liabilities | 465.72 | 5,878.30 | 5,243.67 | 3,876.10 | 2,178.49 |
| 3 | Current Liabilities | | | | | |
| | (a) Short Term Borrowings | 222.11 | 1,820.75 | 2,314.16 | 2,837.62 | 4,994.61 |
| | (b) Trade Payables | 4,011.69 | 9,242.53 | 5,898.97 | 5,046.72 | 3,506.15 |
| | (c) Other Current Liabilities | 533.20 | 1,381.71 | 2,851.53 | 3,913.46 | 2,909.99 |
| | (d) Short Term Provisions | 758.35 | 1,422.23 | 847.01 | 3,007.62 | 1,671.81 |
| | Sub-total-current liabilities | 5,525.35 | 13,867.22 | 11,911.67 | 14,805.42 | 13,082.56 |
| | Total | 27,034.17 | 45,619.03 | 48,639.45 | 55,500.13 | 58,468.48 |
| II. | ASSETS | | | | | |
| 1 | Non-current Assets | | | | | |
| | (a) Fixed Assets | 4,065.91 | 4,944.14 | 5,783.71 | 8,150.39 | 8,107.45 |
| | (b) Non-current Investments | 23.10 | 1,922.02 | 1,922.53 | 1,922.63 | 2,059.37 |
| | (c) Deferred Tax assests | - | - | - | - | - |
| | (d) Long term loans and advances | 1,996.62 | 9,517.28 | 10,617.86 | 10,135.08 | 11,044.68 |
| | (e) Other Non-current Assets | - | 241.20 | 142.37 | 43.26 | - |
| | Sub-total-current assets | 6,085.63 | 16,624.64 | 18,766.47 | 20,251.36 | 21,211.49 |
| 2 | Current Assets | | | | | |
| | (a) Current Investments | 80.26 | - | - | - | - |
| | (b) Inventories | 1,268.09 | 2,458.45 | 2,122.89 | 2,251.83 | 2,194.92 |
| | (c) Trade Receivables | 12,859.02 | 21,821.11 | 18,353.25 | 21,061.21 | 25,057.83 |
| | (d) Cash and balance balances | 5,790.40 | 3,081.60 | 7,412.07 | 4,736.77 | 5,689.76 |
| | (e) Short Term Loans and Advances | 781.71 | 1,207.32 | 1,252.04 | 6,133.62 | 3,215.96 |
| | (f) Other Current Assets | 169.06 | 425.91 | 732.73 | 1,065.34 | 1,098.51 |
| | Sub-total-Current assets | 20,948.54 | 28,994.39 | 29,872.98 | 35,248.77 | 37,256.98 |
| | Total | 27,034.17 | 45,619.03 | 48,639.45 | 55,500.13 | 58,468.48 |



INDEPENDENT AUDITOR'S REPORT

To the Members of Bliss GVS Pharma Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Bliss GVS Pharma Limited ("the Company"), which comprise the balance sheet as at March 31, 2016, and the related statements of profit and loss and cash flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). 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

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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.
5. 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.

6. 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Emphasis of matter

9. We draw attention to Note 13 to the standalone financial statements in respect of our reliance on the management representation in respect of the recoverability of the Company's investment in and loans to two of its subsidiaries aggregating ₹ 8,432.44 Lakhs.

Our opinion is not modified in respect of this matter.



Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. As required by Section 143(3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 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;
 - The Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account;
 - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act;
 - With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure II.
 - 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements

- The Company does not have any long term contracts including derivative contracts on which provision for material foreseeable losses was required under the applicable law or accounting standards.
- During the year, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B. K. Khare & Co.
Chartered Accountants

Firm's Registration Number 105102W

Himanshu Chapsey
Partner
Membership Number 105731

Mumbai, May 24, 2016

Annexure I to the Auditor's Report referred to in our report of even date:

- The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, the frequency of which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme the fixed assets of the Company have been physically verified by the Management. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- The inventory including stocks with third parties has been physically verified by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.



- 3 According to the information and explanations given to us, the Company has granted unsecured loans to companies, covered in the Register maintained under section 189 of the Act aggregating to ₹ 9,967.36 lakhs as at March 31, 2016.
- (a) The aforesaid loans have been made to its subsidiaries. According to the information and explanations given to us, and having regards to the management's representation that the loans are to these subsidiaries of the Company in the interest of the Company's business, the terms of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (b) According to the information and explanations given to us, and to the best of our knowledge no schedule of repayment of principal and interest has been stipulated in respect of these loans and hence it is not possible to comment on the regularity of payment of interest and principal.
- (c) In respect of these loans, in view of no specific stipulation as to payment of interest and principal, we are unable to comment on the overdue amount, if any, on such loans.
- 4 In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, and the Rules framed thereunder in respect of loans to investments in guarantees and other securities given by the Company.
- 5 In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits to which the directives issued by the Reserve Bank of India and the provisions of Sections 73-76 of the Act apply. Accordingly, the provisions of para 3(v) of the Order are not applicable to the Company.
- 6 The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Accordingly, the provisions of para 3(vi) of the Order are not applicable to the Company.
- 7 (a) According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other applicable statutory dues with the appropriate authorities. According to the records of the Company and information and explanations given to us, none of the aforementioned amounts are outstanding at the balance sheet date for a period of more than 6 months from the date they became due.
- (b) According to the information and explanations given to us and records of the Company examined by us, there are no dues of income tax, sales tax, service tax, duty of excise, duty of customs and value added tax which have not been deposited on account of any dispute.
- 8 Based on the records examined by us and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank or Government during the year. The Company has not issued any debentures.
- 9 In our opinion and according to the information and explanations given to us, the term loans availed by the Company have been applied by the Company for the purposes for which they were obtained. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- 10 During the course of our audit, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- 11 Based on the records examined by us and according to the information and explanations given to us, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12 In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of para 3(xii) of the said Order is not applicable.
- 13 Based on the records examined by us and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.



- 14 Based on the records examined by us and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence the provisions of para 3 (xiv) of the said Order are not applicable to the Company.
- 15 Based on the records examined by us and according to the information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, the provisions of para 3(xv) of the Order are not applicable.
- 16 In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For B. K. Khare & Co.
Chartered Accountants
Firm's Registration Number: 105102W

Himanshu Chapsey
Partner
Membership Number 105731
Mumbai, May 24, 2016

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BLISS GVS PHARMA LIMITED

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

We have audited the internal financial controls over financial reporting of Bliss GVS Pharma Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal

control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that operate effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. K. Khare & Co.
Chartered Accountants
Firm's Registration Number 105102W

Himanshu Chapsey
Partner
Membership Number: 105731
Mumbai, May 24, 2016



Standalone Balance Sheet as on March 31, 2016

(₹ in Lakhs)

| | Notes | As at March 31, 2016 | As at March 31, 2015 |
|---|-------|-------------------------|-------------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (a) Share Capital | 3 | 1,031.47 | 1,031.47 |
| (b) Reserves and Surplus | 4 | 42,175.96 | 35,787.14 |
| | | 43,207.43 | 36,818.61 |
| 2 Non- Current Liabilities | | | |
| (a) Long Term Borrowings | 5 | 1,184.07 | 3,020.95 |
| (b) Deferred Tax Liabilities (Net) | 6 | 827.58 | 715.30 |
| (c) Long Term Provisions | 7 | 166.84 | 139.85 |
| | | 2,178.49 | 3,876.10 |
| 3 Current Liabilities | | | |
| (a) Short Term Borrowings | 8 | 4,994.61 | 2,837.62 |
| (b) Trade Payables | 9 | 3,506.15 | 5,046.72 |
| (c) Other Current Liabilities | 10 | 2,909.99 | 3,913.46 |
| (d) Short Term Provisions | 11 | 1,671.81 | 3,007.62 |
| | | 13,082.56 | 14,805.42 |
| Total | | 58,468.48 | 55,500.13 |
| II. ASSETS | | | |
| Non-current Assets | | | |
| 1 (a) Fixed Assets | 12 | | |
| (i) Tangible Assets | | 7,855.38 | 8,071.10 |
| (ii) Intangible Assets | | 54.01 | 79.29 |
| (iii) Capital Work-in-Progress | | 198.06 | - |
| | | 8,107.45 | 8,150.39 |
| (b) Non-current Investments | 13 | 2,059.37 | 1,922.63 |
| (c) Long Term Loans and Advances | 14 | 11,044.68 | 10,135.08 |
| (d) Other Non-current Assets | 15 | - | 43.26 |
| | | 21,211.50 | 20,251.36 |
| 2 Current Assets | | | |
| (a) Inventories | 16 | 2,194.92 | 2,251.83 |
| (b) Trade Receivables | 17 | 25,057.83 | 21,061.21 |
| (c) Cash and Bank Balances | 18 | 5,689.76 | 4,736.77 |
| (d) Short Term Loans and Advances | 19 | 3,215.96 | 6,133.62 |
| (e) Other Current Assets | 20 | 1,098.51 | 1,065.34 |
| | | 37,256.98 | 35,248.77 |
| Total | | 58,468.48 | 55,500.13 |
| Statement of Significant Accounting Policies | 2 | | |
| The accompanying notes are an integral part of these financial statements | | | |

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



Standalone Statement of Profit and Loss for the year ended March 31, 2016

(₹ in Lakhs)

| | Notes | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|---|--------|--------------------------------------|--------------------------------------|
| I. Revenue from Operations (Gross) | 21 | 32,750.01 | 31,483.08 |
| Less:- Excise Duty | | (111.67) | (180.91) |
| Revenue from Operations (Net) | | 32,638.34 | 31,302.17 |
| II. Other Income | 22 | 2,307.58 | 2,135.04 |
| III. Total Revenue | | 34,945.92 | 33,437.21 |
| IV. Expenses | | | |
| Cost of materials consumed | 23 (A) | 13,490.28 | 13,784.13 |
| Purchase of stock in trade | | 36.37 | 90.32 |
| Changes in Inventories of finished goods/WIP/stock in trade | 23 (B) | (132.09) | 248.27 |
| Employee benefits expense | 24 | 2,188.89 | 1,736.08 |
| Finance costs | 25 | 1,310.98 | 1,121.18 |
| Depreciation and amortisation expense | 12 | 585.24 | 507.83 |
| Other expenses | 26 | 7,445.08 | 6,823.95 |
| | | 24,924.75 | 24,311.76 |
| V. Profit before tax | | 10,021.17 | 9,125.45 |
| VI. Less :Tax expense | | | |
| - Current tax | | (3,566.54) | (2,986.48) |
| - Short Provision of Earlier Years | | 219.12 | (41.91) |
| - Deferred tax | 6 | (112.28) | (95.51) |
| VII. Profit after Tax | | 6,561.47 | 6,001.55 |
| VIII. Earnings per equity share of ₹ 1/- each | | | |
| Basic and Diluted (Refer Note 33) | | 6.36 | 5.82 |
| IX. Statement of Significant Accounting Policies | | | |
| The accompanying notes are an integral Part of these financial statements | | | |

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



Cash Flow Statement for the year ended March 31, 2016

(₹ in Lakhs)

| | | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|-------|---|--------------------------------------|--------------------------------------|
| (i) | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Net Profit before taxation and extraordinary items | 10,021.17 | 9,125.44 |
| | Add/(Less) : | | |
| | Interest Expense | 1,202.82 | 1,019.52 |
| | Depreciation | 585.24 | 507.83 |
| | Interest Income | (674.42) | (757.60) |
| | Gratuity Provision | 26.99 | 29.52 |
| | Leave Encashment provisions | 11.78 | - |
| | Profit / (loss) on sale of fixed assets (Net) | 5.22 | 3.21 |
| | Exchange Fluctuation | (1,421.98) | 78.67 |
| | Amortisation of arrangement fees | 99.11 | 98.84 |
| | Dividend Income | (8.40) | (8.40) |
| | Bad debts Written off | 890.35 | 762.00 |
| | Provision for Doubtful debts | 94.97 | - |
| | Balance Written off/back | 72.98 | (55.99) |
| | Lease Rental Income | (188.60) | (160.35) |
| | Provision for stock | 25.09 | (26.30) |
| | Operating profit before working capital changes | 10,742.33 | 10,616.37 |
| | Add/Less : | | |
| | (Increase)/Decrease in Short Term Loans and advances | 2,917.66 | (4,881.57) |
| | (Increase)/Decrease in Trade and other receivables | (3,996.62) | (2,707.95) |
| | Increase/(Decrease) in Current Liabilities | (1,722.87) | 2,989.25 |
| | (Increase)/Decrease in Inventories | 56.92 | (128.94) |
| | (Increase)/Decrease in Other Current Assets | (33.17) | (332.60) |
| | Cash generated from operations | 7,964.25 | 5,554.55 |
| | Less : Income tax paid | (2,003.00) | (4,019.45) |
| | Cash flow before and after extraordinary Items (A) | 5,961.25 | 1,535.11 |
| (ii) | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Purchase of fixed assets | (551.90) | (2,886.28) |
| | Loans & Advances (Given) / Taken | (909.60) | 782.78 |
| | Change in Non current assets | 43.26 | 99.11 |
| | Purchase of Investment | (136.74) | (0.10) |
| | Interest received | 511.32 | 757.60 |
| | Proceeds from Fixed Deposits | 2.17 | (912.36) |
| | Dividend Received | 8.40 | 8.40 |
| | Proceeds from Sale of fixed asset | 4.38 | 1.50 |
| | Net cash used in investing activities (B) | (1,028.70) | (2,149.35) |
| (iii) | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Repayment of borrowings | (1,836.89) | (1,492.60) |
| | Interest paid | (1,102.97) | (1,019.52) |
| | Dividend paid on equity shares (including Dividend Tax) | (621.33) | (639.99) |
| | Proceeds from Unsecured Borrowing | 26.99 | 29.52 |
| | Net cash used in financing activities (C) | (3,534.20) | (3,122.59) |
| | Net increase in cash and cash equivalents (A+B+C) | 1,398.35 | (3,736.83) |
| | Unrealised profit on foreign currency cash and cash equivalents | (443.19) | 206.75 |
| | Cash and cash equivalents at the beginning of the year | 340.09 | 3,869.75 |
| | Cash and cash equivalents at the end of year | 1,295.26 | 340.09 |

As per our attached report of even date

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

For **B.K.Khare & Co.**

Chartered Accountants

Firm Registration No:- 105102W

Mayank S. Mehta

Chairman

S. N. Kamath

Managing Director

Himanshu Chapsey

Partner

Membership No. 105731

Aditi Bhatt

Company Secretary

Vipul B. Thakkar

Chief Financial Officer

Place : Mumbai

Date : May 24, 2016

Place : Mumbai

Date : May 24, 2016



Notes to the financial statements as at and for the year ended March 31, 2016

1. Background :

The Company is a Public limited Company, incorporated under the Companies Act, 1956, having its registered office in Mumbai, Maharashtra and is listed on Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd. The Company is engaged in manufacturing, marketing, trading and export of pharmaceutical products. The Company has its own manufacturing facility at Palghar.

2. Statement of Significant accounting policies :

1. METHOD OF ACCOUNTING:

a) Basis of Preparation:-

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting and in accordance with generally accepted accounting principles in India to comply with the accounting standards specified under Section 133 of the Companies Act, 2013. ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act. ("Indian GAAP")

The financial statements are prepared and presented in the form set out in Schedule III of the Act, so far as they are applicable thereto. All assets and liabilities have been classified as current / noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current / noncurrent classification of assets and liabilities.

The accounting policies adopted in preparation of these financial statements are consistent with those of the previous year.

b) Use of Estimates:-

The preparation of financial statements in conformity with generally accepted accounting principles in India (Indian GAAP) requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements. The estimates and assumptions used in the

accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements, which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognised prospectively in current and future periods.

2. FIXED ASSETS AND DEPRECIATION/ AMORTISATION:

i) TANGIBLE ASSETS: -

Tangible Assets are stated at their original cost (net of CENVAT where applicable) including freight, duties, customs and other incidental expenses relating to acquisition and installation. Interest and other finance charges paid on loans for the acquisition of tangible qualifying assets are apportioned to the cost of fixed assets till they are ready for use.

Expenditure incurred during the period of construction is carried as capital work-in-progress and on completion the costs are allocated to the respective fixed assets.

When an asset is scrapped or otherwise disposed of, the cost and related depreciation are removed from the books of account and resultant profit (including capital profit) or loss, if any, is reflected in the Statement of Profit and Loss.

Depreciation on tangible assets is provided on straight line method over the useful life of asset prescribed in Part C of Schedule II of the Companies Act, 2013 in order to reflect the actual usages of the assets.

Individual assets acquired for less than ₹ 5,000 are entirely depreciated in the year of acquisition. Depreciation is charged on pro-rata basis for the assets purchased/sold during the year.

ii) INTANGIBLE ASSETS: -

All Intangible Assets are measured at cost and amortized so as to reflect the pattern in which the assets economic benefits are consumed. Brands are amortized over the estimated period of benefit, not exceeding five years. Software capitalised is amortised over useful life of three to five years equally commencing from the year in which, the software is put to use.



Notes to the financial statements as at and for the year ended March 31, 2016

iii) IMPAIRMENT:-

The carrying value of assets/ cash generating units at each balance sheet date, are reviewed for impairment. If any indication of such impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use arrived at by discounting the future cash flow to their present value based on an appropriate discount factor.

3. INVESTMENTS:-

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments.

'Non-current Investments' are carried at acquisition / amortized cost. A provision is made for diminution, other than temporary, in the value of investment.

'Current Investments' are carried at the lower of cost or fair value on an individual basis.

4. INVENTORIES:-

Raw Material inventory is valued at cost.

Inventories of finished goods and work in progress are valued at cost or net realizable value, whichever is lower. Cost of raw materials includes all costs of purchase, conversion and other direct attributable costs (net of CENVAT and VAT set-off), incurred for bringing the items to their present location and condition and is determined using the weighted average cost method. However, materials and other items held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

Cost is determined on the moving weighted average method. Finished goods and Work in Progress is computed based on respective moving weighted average price of procured material and appropriate share of labour and other manufacturing overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

5. FOREIGN CURRENCY TRANSACTIONS:-

a) Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Foreign currency monetary assets and liabilities are translated at year-end exchange rates. Exchange difference arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

b) The Company uses foreign currency forward contracts to hedge its risk associated with the foreign currency fluctuations relating to firm commitments. Pursuant to the announcement made by the Institute of Chartered Accountants of India (ICAI) regarding "Accounting for Derivatives", forward exchange contracts classified as derivatives are marked to market on a portfolio basis at the balance sheet date. The resultant net losses after considering the offsetting effect on the underlying hedge items are recognised in the Statement of Profit and Loss on the principle of prudence. The resultant net gains, if any, on such derivatives are not recognised in financial statements.

c) In respect of forward exchange contracts covered under AS 11, "The effect of changes in foreign exchange rates", any premium or discount arising at the inception of a forward exchange contract is recognized as income or expense over the life of the contract. Gains or losses on cancellation / settlement of forward exchange contracts are recognised as income or expense.

d) Exchange Differences arising on monetary item that, in substance, forms part of the Company's net investment in a non-integral foreign operations is accumulated in the foreign currency translation reserve until the disposal of the investment. On disposal, the cumulative amount of the exchange differences which have been deferred and which relate to that investment are recognized as income or expenses.

6. REVENUE RECOGNITION:-

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

Sales of Goods:-



Notes to the financial statements as at and for the year ended March 31, 2016

- a) Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer as per the terms of sale. Revenue are recorded at net of duties and sales tax and trade discounts.

Sales of Services:-

- b) Income from job work is recognised on completion and is included in sales.

Other Income:-

- c) Income in respect of export benefits is recognized to the extent the Company is reasonably certain of its ultimate realization.
- d) Income in respect of insurance claims is recognized to the extent the Company is reasonably certain of its ultimate realization.
- e) Dividend income is recognized when the right to receive the payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

7. EXPENSES:-

Expenses are accounted for on accrual basis.

8. RESEARCH & DEVELOPMENT:-

Equipment purchased and cost of construction of assets used for research and development is capitalised when commissioned and included in the fixed assets. Revenue expenditure on research and development is charged in the period in which it is incurred.

9. LEASES:-

- a) Leases where the lessor effectively retains substantially all the risk and benefits of ownership of the leased terms are classified as operating lease.
- b) Lease income of operating leases is recognized in the statement of profit and loss on a straight-line basis over the lease period.

10. EMPLOYEE BENEFITS:-

- a) Short Term Employee benefits:-

All employee benefits payable wholly within twelve months of rendering the service are classified as short-

term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognized in the period in which the employee renders the related service.

- b) Defined contribution plan:-

The Company has a statutory scheme of Provident Fund with the Regional Provident Fund Commissioner and contributions of the Company are charged to the Statement of Profit and Loss on accrual basis.

- c) Defined benefit Plan:-

Gratuity:-

The Company's liability towards gratuity to its employees is covered by a group gratuity policy with an insurance company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The contribution paid / payable to insurance company is debited to the Statement of Profit and Loss on accrual basis. Liability towards gratuity is provided on the basis of an actuarial valuation using the Projected Unit Credit method and debited to the Statement of Profit and Loss on accrual basis. Charge to the statement of Profit and Loss includes premium paid, current service cost, interest cost, expected return on plan assets and gain/loss in actuarial valuation during the year net of fund value of plan asset as on the balance sheet date.

Compensated Absences:-

Accumulated Compensated absences which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the projected unit credit method) at the end of the year. Actuarial losses or gains are recognized in the statement of profit and loss account in the year in which they arise.

Termination Benefits:-

Termination benefits are recognized in the statement of profit and loss as and when incurred.



Notes to the financial statements as at and for the year ended March 31, 2016

11. BORROWING COSTS :-

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Arrangement Fees in respect of Long Term Borrowings are amortised over the period of loan.

12. TAXES ON INCOME: -

Tax Expense comprises of current and deferred tax.

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

Deferred tax is recognised, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized

deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

13. PROVISION & CONTINGENCIES:-

As provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements.

14. CASH AND CASH EQUIVALENTS:-

Cash and cash equivalents for the purpose of Cash Flow Statements include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

15. EARNINGS PER SHARE:-

Basic and diluted earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.



Notes to the financial statements as at and for the year ended March 31, 2016

3. Share Capital:

(₹ in Lakhs)

| | As at March 31, 2016 | | As at March 31, 2015 | |
|---|----------------------|-----------|----------------------|-----------|
| | No of shares | Amount | No of shares | Amount |
| A) Authorised : | | | | |
| Equity Shares of ₹ 1/- each | 150,000,000 | 1,500.00 | 150,000,000 | 1,500.00 |
| Total | 150,000,000 | 1,500.00 | 150,000,000 | 1,500.00 |
| B) Issued, Subscribed and paid up: | | | | |
| Equity Shares of ₹ 1/- each, fully paid | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| Total (Equity) | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| C) Reconciliation of opening and closing equity share capital | | | | |
| Opening Balance | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| Closing Balance | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| D) Details of shareholders holding more than 5% shares in the Company | | | | |
| | No of shares held | % Holding | No of shares held | % Holding |
| S. N. Kamath | 4,70,17,024 | 45.58 | 4,70,17,024 | 45.58 |
| Gautam Rasiklal Ashra | 52,31,045 | 5.07 | 52,31,045 | 5.07 |
| Gulbarga Trading and Investment Pvt Ltd | 58,75,000 | 5.70 | 58,75,000 | 5.70 |

- 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 has only one class of Equity Shares having a par value of ₹ 1/- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, in proportion to the number of equity shares held by them. The Board of Directors in their meeting held on May 24, 2016 proposed a dividend of ₹ 0.50/- per share. (Previous Year- ₹ 0.50/- per share)

- F) There are no shares reserved for issue under options and contracts/ arrangements/ commitments.



Notes to the financial statements as at and for the year ended March 31, 2016

4. Reserves and Surplus :

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| 1 Securities Premium | 1,475.73 | 1,475.73 |
| Balance at beginning and end of the year | 1,475.73 | 1,475.73 |
| 2 General Reserve | | |
| Balance at beginning of the year | 3,351.34 | 2,851.34 |
| Transfer from Surplus in Statement of Profit and Loss Account | 500.00 | 500.00 |
| Balance at end of the year | 3,851.34 | 3,351.34 |
| 3 Surplus in statement of Profit and Loss | | |
| Balance at beginning of the year | 29,929.54 | 25,301.78 |
| Add:- Depreciation Adjustment (Net of Deferred Tax of ₹ 2.40 Lacs) | - | (4.66) |
| Add: Net Profit for the Year | 6,561.47 | 6,001.55 |
| | 36,491.01 | 31,298.67 |
| Less : | | |
| Transfer to General Reserve | 500.00 | 500.00 |
| Interim Dividend | - | 206.29 |
| Dividend Distribution Tax on Interim Dividend | - | 41.52 |
| Dividend Distribution Tax (Earlier Year) | (2.31) | - |
| Proposed Dividend | 515.73 | 515.73 |
| Dividend Distribution Tax on Proposed Dividend | 102.43 | 105.59 |
| | 1,115.85 | 1,369.13 |
| Balance at end of the year | 35,375.16 | 29,929.54 |
| 4 Foreign Currency Translation Reserve | | |
| Balance at beginning of the year | 1,030.53 | 823.79 |
| Additions during the year (See Note below) | 535.43 | 338.20 |
| Reductions during the year | (92.23) | (131.46) |
| Balance at end of the year | 1,473.73 | 1,030.53 |
| Total | 42,175.96 | 35,787.14 |

Note :- Exchange differences relating to long term loans to subsidiaries which are in substance net investments in subsidiaries/ step down subsidiaries which are in the nature of net investments in non- integral foreign operations.



Notes to the financial statements as at and for the year ended March 31, 2016

5. Long-term borrowings:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| (A) Secured | | |
| 1 Foreign Currency Term Loans from banks | - | 1,572.50 |
| 2 Rupee Term Loan from banks | 1,184.07 | 1,448.45 |
| Total | 1,184.07 | 3,020.95 |

- 1 The current maturities of Term Loan in Foreign Currency of ₹ 1,665.50 Lakhs is disclosed in other current liabilities (Note 10) (Previous Year ₹ 4,403 Lakhs including current maturities of ₹ 2,830.50 Lakhs). The loan carries interest rate of 335 basis points above LIBOR, is secured against 51% shares of Bliss GVS Healthcare Ltd and 100% shares of Bliss GVS Clinic Healthcare Pte Ltd, pari passu charge on current and fixed assets of the Company and the Company's fixed deposits with First Rand Bank. The loan is repayable from December 2013 in 12 Quarterly installments.
- 2 Term Loans from bank
 - a) Includes loan of ₹ 612.53 Lakhs for Plot no 12 (Previous Year ₹ 736.74 Lakhs) including current maturities of ₹ 128.64 Lakhs (Previous Year - ₹ 128.64 Lakhs) for Company's Palghar Land bearing interest of Base rate + 2.55%p.a. and is secured by the said Land and building thereon, along with the Property of Company's Research and Development Centre and Plant and Machinery at R&D Centre which is repayable from December 2013 in 75 equal monthly installments.
 - b) Includes loan of ₹ 846.52 Lakhs for Plot no 1,2,3 (Previous Year - ₹ 986.69 Lakhs) including current maturities of ₹ 146.34 Lakhs (Previous Year - ₹ 146.34 Lakhs) and adjacent open space for new plant bearing interest of Base rate + 2.80% and is secured by Land and Building at Plot 1,2,3 which is repayable from November 2014 in 82 equal installments.

6. Deferred Tax Liability (Net):

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| 1 Liability | | |
| Depreciation | 874.43 | 716.85 |
| Arrangement Fees for Long Term Borrowings | 14.97 | 48.39 |
| 2 Assets | | |
| Expenses accrued but disallowed and allowed on the basis of actual payment/on deduction of tax | (61.82) | (49.94) |
| Total | 827.58 | 715.30 |

7. Long term provisions:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| 1 Provision for Employee benefits | | |
| - Provision for Gratuity (Refer Note 29) | 166.84 | 139.85 |
| Total | 166.84 | 139.85 |



Notes to the financial statements as at and for the year ended March 31, 2016

8. Short-term borrowings:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|-------------------------------|-------------------------|-------------------------|
| (A) Secured | | |
| 1 Loans repayable on demand | | |
| - from banks | 3,829.61 | 2,837.62 |
| (B) Unsecured | | |
| Short term Loan from Director | 1,165.00 | - |
| Total | 4,994.61 | 2,837.62 |

Notes:

- 1 Includes cash credit of ₹ 1848.36 lakhs (Previous year ₹ 1980.62 Lakhs) bearing interest @ base rate + 1.99% secured by creating 1st pari passu charge on current assets of the Company and second pari passu charge on fixed assets and is repayable on demand.
- 2 Includes Demand loan of ₹ 701.71 Lakhs (Previous year ₹ 857.00 Lakhs) secured against Fixed deposits with Federal bank.
- 3 Unsecured Loan includes demand loan of ₹ 1165.00 Lakhs (Previous year - Nil) taken from Director Mrs. Shruti Vishal Rao bearing interest @ 10% p.a.

9. Trade Payables:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| 1 Trade Payables | | |
| - Micro, Medium & Small Enterprises (Refer Note 37) | 566.06 | 848.82 |
| - Others | 2,940.09 | 4,197.90 |
| Total | 3,506.15 | 5,046.72 |

10. Other Current Liabilities:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| 1 Current maturities of long-term debt | | |
| - On Term Loan in Foreign Currency | 1,665.50 | 2,830.50 |
| - On Rupee Loans from Banks | 274.98 | 274.98 |
| - On Vehicles Loans | - | 14.80 |
| 2 Interest accrued but not due on borrowings | 8.19 | 19.77 |
| 3 Unpaid dividends | 129.51 | 107.61 |
| 4 Other payables | | |
| -Advance From Customers | 340.39 | 439.48 |
| -Capital Creditors | 202.52 | 70.59 |
| - Statutory Liabilities | 29.84 | 22.90 |
| - Employee Benefits Payable | 129.55 | 108.53 |
| -Others Liabilities | 129.51 | 24.30 |
| Total | 2,909.99 | 3,913.46 |

11. Short term provisions:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| 1 Employee benefits | | |
| -Provision for Leave Encashment | 11.78 | - |
| 2 Others | | |
| -Proposed Dividend | 515.73 | 515.73 |
| -Provision for tax on Proposed Dividend | 102.43 | 105.59 |
| -Provision for Tax (net of Advance Taxes) | 1,041.87 | 2,386.30 |
| Total | 1,671.81 | 3,007.62 |

Notes to the financial statements as at and for the year ended March 31, 2016

12. Fixed Assets:

(₹ In Lakhs)

| Description of Assets | Gross Block | | | Accumulated Depreciation / Amortisation | | | Net Block | | |
|------------------------------------|-----------------------|---------------------------|---|---|------------------|----------------------|---------------------------------------|------------------|------------------|
| | Cost as at 01.04.2015 | Additions during the year | Deductions/ Adjustments during the year | Cost as on 31.03.2016 | As at 01.04.2015 | For the year 2015-16 | Deduction/ Adjustment during the year | As at 31.03.2016 | As at 01.04.2015 |
| A: TANGIBLE ASSETS | | | | | | | | | |
| Land | 623.85 | 46.59 | - | 670.45 | - | - | - | 670.45 | 623.85 |
| Buildings | 3,376.48 | 117.67 | - | 3,494.16 | 244.96 | 87.64 | - | 3,161.55 | 3,131.52 |
| Plant and Machinery | 4,421.21 | 110.56 | 9.36 | 4,522.41 | 698.31 | 310.07 | 5.19 | 3,519.23 | 3,722.90 |
| Vehicles | 268.38 | 40.68 | 8.05 | 301.01 | 90.52 | 35.00 | 3.45 | 178.92 | 177.84 |
| Furniture and Fixtures | 301.71 | 11.49 | - | 313.20 | 58.74 | 31.34 | - | 223.12 | 242.97 |
| Air Conditioners | 95.97 | 2.78 | - | 98.75 | 47.72 | 33.12 | - | 17.91 | 48.25 |
| Office Equipments | 70.59 | 2.06 | 1.66 | 71.00 | 24.08 | 13.86 | 0.83 | 33.88 | 46.51 |
| Computers | 157.79 | 22.00 | - | 179.79 | 80.54 | 48.94 | - | 50.32 | 77.26 |
| Sub Total A | 9,315.99 | 353.84 | 19.07 | 9,650.76 | 1,244.87 | 559.97 | 9.47 | 7,855.38 | 8,071.10 |
| B: INTANGIBLE ASSETS | | | | | | | | | |
| Goodwill | 13.61 | - | - | 13.61 | 13.61 | - | - | 13.61 | - |
| Software | 136.39 | - | - | 136.39 | 57.11 | 25.27 | - | 82.38 | 79.29 |
| Brand | 2,492.70 | - | - | 2,492.70 | 2,492.70 | - | - | 2,492.70 | - |
| Sub Total B | 2,642.71 | - | - | 2,642.71 | 2,563.42 | 25.27 | - | 2,588.70 | 79.29 |
| C: CAPITAL WORK IN PROGRESS | | | | | | | | | |
| Sub Total C | - | 198.06 | - | 198.06 | - | - | - | 198.06 | - |
| TOTAL (A+B+C) | 11,958.70 | 551.89 | 19.07 | 12,491.52 | 3,808.29 | 585.24 | 9.47 | 8,107.45 | 8,150.39 |

Note-

a. Plant and Machinery includes plant given on operating lease.

| Gross Block | Depreciation | Net Book Value | |
|-------------|--------------|--------------------------|----------------|
| | | Accumulated depreciation | Net Book Value |
| 723.10 | 47.71 | 169.28 | 553.82 |
| 723.10 | (47.71) | (121.57) | (601.53) |

b. Assets given as security for loans taken by the Company are disclosed in Notes.

Notes to the financial statements as at and for the year ended March 31, 2016

12. Fixed Assets: (contd.)

(₹ In Lakhs)

| Description of Assets | Gross Block | | | Accumulated Depreciation | | | Net Block | | | |
|------------------------------------|-----------------------|---------------------------|---|--------------------------|------------------|----------------------|---------------------------------------|--|------------------|------------------|
| | Cost as at 01.04.2014 | Additions during the year | Deductions/ Adjustments during the year | Cost as at 31.03.2015 | As at 01.04.2014 | For the year 2014-15 | Deduction/ Adjustment during the year | Transitional Depreciation for as per Companies Act | As at 31.03.2015 | As at 31.03.2015 |
| A: TANGIBLE ASSETS | | | | | | | | | | |
| Land | 108.45 | 515.40 | - | 623.85 | - | - | - | - | - | 623.85 |
| Buildings | 2,005.77 | 1,370.71 | - | 3,376.48 | 179.45 | 65.52 | - | - | 244.96 | 3,131.52 |
| Plant and Machinery | 3,271.24 | 1,149.98 | - | 4,421.21 | 419.19 | 278.85 | - | 0.27 | 698.31 | 3,722.90 |
| Vehicles | 249.80 | 27.01 | 8.44 | 268.38 | 62.68 | 31.58 | 3.73 | - | 90.52 | 177.86 |
| Furniture and Fixtures | 184.22 | 117.48 | - | 301.71 | 30.45 | 28.29 | - | - | 58.74 | 242.97 |
| Air Conditioners | 76.26 | 19.71 | - | 95.97 | 11.32 | 32.06 | - | 4.34 | 47.72 | 48.25 |
| Office Equipments | 41.59 | 29.01 | - | 70.59 | 10.94 | 13.14 | - | - | 24.08 | 46.51 |
| Computers | 96.76 | 61.04 | - | 157.79 | 41.16 | 36.93 | - | 2.45 | 80.54 | 77.26 |
| Sub Total A | 6,034.08 | 3,290.34 | 8.44 | 9,315.99 | 755.19 | 486.36 | 3.73 | 7.06 | 1,244.87 | 8,071.10 |
| B: INTANGIBLE ASSETS | | | | | | | | | | |
| Goodwill | 13.61 | - | - | 13.61 | 13.61 | - | - | - | 13.61 | - |
| Software | 109.39 | 27.00 | - | 136.39 | 35.65 | 21.46 | - | - | 57.10 | 79.29 |
| Brand | 2,492.70 | - | - | 2,492.70 | 2,492.70 | - | - | - | 2,492.70 | - |
| Sub Total B | 2,615.71 | 27.00 | - | 2,642.71 | 2,541.96 | 21.46 | - | - | 2,563.42 | 79.29 |
| C: CAPITAL WORK IN PROGRESS | | | | | | | | | | |
| Sub Total C | 431.06 | - | 431.06 | - | - | - | - | - | - | - |
| TOTAL (A+B+C) | 9,080.85 | 3,317.34 | 439.50 | 11,958.70 | 3,297.15 | 507.83 | 3.73 | 7.06 | 3,808.29 | 8,150.39 |



Notes to the financial statements as at and for the year ended March 31, 2016

13. Non-Current Investments: (At Cost)

| | | (₹ In Lakhs) | |
|--|---|-------------------------|-------------------------|
| | | As at March 31, 2016 | As at March 31, 2015 |
| Investment in Shares:- | | | |
| 1 | Subsidiary Companies (Non-Trade, Unquoted and fully paid unless otherwise specified) | | |
| Wholly Owned Subsidiaries:- | | | |
| a. | 50,000 (Previous Year- 50,000) Equity Shares of US\$ 1/- each of Bliss GVS International Pte Ltd. | 22.58 | 22.58 |
| b. | 10,000 (Previous Year- 10,000) Equity Shares of US\$ 1/- each of Bliss GVS Clinic Healthcare Pte Ltd. | 4.12 | 4.12 |
| c. | 100 (Previous Year- 100) Equity Shares of GBP 1/- each of Asterisk Lifesciences Ltd. | 0.10 | 0.10 |
| Partly Owned Subsidiaries:- | | | |
| a. | 9,23,100 (Previous Year- 9,23,100) Equity Shares of ₹10/- each of Bliss Indasi LifeScience Pvt. Ltd. | 92.31 | 92.31 |
| b. | 4,200 (Previous Year- 4,200) Equity Shares of ₹ 100/- each of Kremoint Pharma Pvt Ltd. | 1,803.00 | 1,803.00 |
| c. | 5,100 (Previous Year- 5,100) Equity Shares of ₹ 10/- each of Lifeon Labs Pvt Ltd. | 0.51 | 0.51 |
| d. | 667 (Previous Year- Nil) Equity Shares of ₹ 100/- each of Shree Sales Pack Pvt Ltd (Refer Note 28) | 136.74 | - |
| | | 2,059.36 | 1,922.62 |
| 2 | Others (Non-trade, Unquoted and fully paid-up unless otherwise specified) : | | |
| a. | 100 (Previous Year- 100) Equity Share of ₹10/- each of Bharat Co-op. Bank Ltd. (At Cost) | 0.01 | 0.01 |
| | | 0.01 | 0.01 |
| Total | | 2,059.37 | 1,922.63 |
| Aggregate value of un-quoted investments | | 2,059.37 | 1,922.63 |

The Company has invested in and given advances to Bliss GVS International Pte Ltd and Bliss GVS Clinic Healthcare Ltd ("the Singapore subsidiaries") aggregating ₹ 9,648.12 lakhs. These entities have in turn invested in other subsidiaries in Africa ("step down subsidiaries"). All these subsidiaries have a negative net worth at March 31, 2016 of ₹ 1,827.73 lakhs on a consolidated basis. Management believes that the erosion of net worth is temporary in nature and hence does not believe that any provision is required to be made in respect of these investments/loans at March 31, 2016.

14. Long - Term Loans & Advances:

| | | (₹ In Lakhs) | |
|-------|-------------------------------------|-------------------------|-------------------------|
| | | As at March 31, 2016 | As at March 31, 2015 |
| 1 | Unsecured, considered good | | |
| a) | Capital Advances | 25.39 | 161.43 |
| b) | Security Deposits | 101.93 | 101.17 |
| c) | Loans | | |
| | - To Related Parties (Subsidiaries) | 9,967.36 | 9,303.92 |
| | - To Others | 950.00 | 418.56 |
| | - Advance for Investment | - | 150.00 |
| Total | | 11,044.68 | 10,135.08 |



Notes to the financial statements as at and for the year ended March 31, 2016

Note: Loans and Advances to Related Parties includes Loans to Subsidiaries as follows:-

(₹ In Lakhs)

| | As at March 31, 2016 | | As at March 31, 2015 | |
|---------------------------------------|----------------------|-------------------------------------|----------------------|-------------------------------------|
| | Balance | Maximum Outstanding during the year | Balance | Maximum Outstanding during the year |
| 1 Bliss Indasi Lifescience Pvt Ltd | 237.69 | 237.69 | 237.69 | 321.36 |
| 2 Bliss GVS Clinic Healthcare Pte Ltd | 6,898.17 | 7,089.48 | 7,175.23 | 8,248.53 |
| 3 Kremoint Pharma Pvt Ltd | 60.00 | 60.00 | 60.00 | 60.00 |
| 4 Lifeon Labs Pvt Ltd | 29.49 | 29.49 | 29.49 | 84.49 |
| 5 Asterisk Lifesciences Ltd | 18.76 | 18.76 | 18.27 | 19.68 |
| 6 Bliss GVS International Pte Ltd | 2,723.25 | 2,723.25 | 1,673.25 | 1,694.77 |
| | 9,967.36 | 10,158.67 | 9,193.93 | 10,428.83 |

15. Other Non Current Assets:

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|----------------------|----------------------|
| 1 Unamortised Arrangement Fees of Long Term Borrowing | - | 43.26 |
| Total | - | 43.26 |

16. Inventories:

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---------------------|----------------------|----------------------|
| 1 Raw Materials | 851.83 | 994.68 |
| 2 Packing Materials | 492.65 | 538.80 |
| 3 Work-in-progress | 107.09 | 66.90 |
| 4 Finished goods | 743.35 | 651.45 |
| Total | 2,194.92 | 2,251.83 |

17. Trade Receivable (Current):

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| 1 Unsecured Considered Good Unless Otherwise Stated | | |
| a) Trade Receivables outstanding for less than six months from the date they are due for payment | 15,014.42 | 14,969.17 |
| [Net of Bills Discounted ₹ 5308.27 Lakhs Previous Year ₹ 5014.76 Lakhs] | | |
| b) Trade Receivables outstanding for more than six months from the date they are due for payment | 10,138.39 | 6,092.04 |
| Less:- Provision for Doubtful Debts | (94.98) | - |
| Total | 25,057.83 | 21,061.21 |



Notes to the financial statements as at and for the year ended March 31, 2016

18. Cash & Bank Balances:

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| A Cash & Cash Equivalents | | |
| 1 Cash on hand | 4.50 | 2.93 |
| Balance with Banks | | |
| 2 Balances in banks in Current account | 1,244.98 | 277.16 |
| 3 Fixed Deposit with bank with maturity less than 3 months | 45.78 | 60.00 |
| | 1,295.26 | 340.09 |
| B Other Bank Balances | | |
| 1 Fixed Deposit with bank with maturity more than 3 months but less than 12 months | 275.92 | 293.73 |
| 2 Margin money deposits | 3,989.08 | 3,995.34 |
| 3 Earmarked balances | 129.50 | 107.61 |
| | 4,394.50 | 4,396.68 |
| Total | 5,689.76 | 4,736.77 |

19. Short-term Loans & Advances:

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| 1 Other Loans and advances | | |
| Unsecured, considered good | | |
| - Advance to Suppliers | 2,354.05 | 5,050.02 |
| - Sales Tax Receivable | 442.68 | 612.64 |
| - Excise Duty and Service tax receivable | 346.69 | 398.83 |
| - Advance to Employees | 37.17 | 44.84 |
| - Prepaid Expenses | 35.35 | 27.29 |
| Total | 3,215.94 | 6,133.62 |

20. Other Current Assets:

(₹ In Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| 1 Interest Accrued on fixed deposits and advances | 1,055.25 | 966.23 |
| 2 Unamortised arrangement fees of Long Term Borrowing | 43.26 | 99.11 |
| Total | 1,098.51 | 1,065.34 |

21. Revenue from Operations:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|---|---|---|
| 1 Sale of goods including trading sales | 32,080.91 | 31,126.80 |
| Less: Excise duty | 111.67 | 180.91 |
| | 31,969.24 | 30,945.89 |
| 2 Other operating revenues | | |
| - Export Incentives | 669.10 | 356.28 |
| Total | 32,638.34 | 31,302.17 |



Notes to the financial statements as at and for the year ended March 31, 2016

22. Other Income:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|--|---|---|
| 1 Interest income | | |
| - On Bank fixed deposits | 414.97 | 404.15 |
| - On Loans and Advances | 259.46 | 353.45 |
| 2 Other non-operating income, (net) | | |
| - Gain on foreign exchange translation (net) | 1,422.07 | 1,132.39 |
| - Dividend Income from Subsidiary | 8.40 | 8.40 |
| - Lease rental income | 188.60 | 160.35 |
| - Insurance Claim Received | 1.03 | 0.74 |
| - Others | 13.05 | 75.56 |
| Total | 2,307.58 | 2,135.04 |

23 (A). Cost of Raw Materials Consumed:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|-----------------------|---|---|
| 1 Opening Stock | | |
| -Raw Materials | 994.68 | 724.47 |
| -Packing Materials | 538.80 | 431.80 |
| 2 Add: Purchases | 13,301.28 | 14,161.34 |
| | 14,834.76 | 15,317.61 |
| 3 Less: Closing Stock | | |
| -Raw Materials | 851.83 | 994.68 |
| -Packing Materials | 492.65 | 538.80 |
| | 1,344.48 | 1,533.48 |
| Total | 13,490.28 | 13,784.13 |

23 (B). Changes in Inventories of Finished Goods/WIP/Stock-in-Trade:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|--|---|---|
| 1 Opening Stock of | | |
| -Work in Progress | 66.91 | 199.08 |
| -Finished Products Produced & Purchased for sale | 651.45 | 767.54 |
| | 718.36 | 966.62 |
| 2 Less: Closing Stock of | | |
| -Work in Progress | 107.09 | 66.91 |
| -Finished Products Produced & Purchased for sale | 743.35 | 651.45 |
| | 850.44 | 718.36 |
| Decrease/(Increase) in Stock | (132.09) | 248.27 |



Notes to the financial statements as at and for the year ended March 31, 2016

24. Employee Benefit Expenses:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|---|---|---|
| 1 Salaries and wages | 2,010.27 | 1,559.36 |
| 2 Contribution to Provident & other funds | 103.19 | 93.51 |
| 3 Gratuity expense (Refer Note 29) | 26.99 | 29.52 |
| 4 Staff welfare Expenses | 48.44 | 53.70 |
| Total | 2,188.89 | 1,736.08 |

25. Finance Cost:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|---------------------------|---|---|
| 1 Interest on term loans | 340.42 | 341.96 |
| 2 Interest on other loans | 807.11 | 677.56 |
| 3 Finance charges | 163.45 | 101.66 |
| Total | 1,310.98 | 1,121.18 |

26. Other Expenses:

(₹ In Lakhs)

| | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|--|---|---|
| 1 Power and fuel | 282.44 | 268.67 |
| 2 Rent including lease rentals | 97.88 | 107.77 |
| 3 Rates and taxes | 152.50 | 184.59 |
| 4 Insurance | 88.38 | 49.47 |
| 5 Repairs and maintenance | | |
| - Machinery | 57.00 | 68.29 |
| - Others | 214.61 | 230.97 |
| 6 Postage, Telephone and Communication | 81.04 | 68.27 |
| 7 Legal and Professional Charges | 784.64 | 924.18 |
| 8 Advertisement Expenses | 20.61 | 25.52 |
| 9 Freight outward | 843.60 | 959.53 |
| 10 Sales promotion expenses | 491.37 | 497.25 |
| 11 Business Development expenses | 2,170.88 | 1,638.20 |
| 12 Travelling & Conveyance Expenses | 502.94 | 461.82 |
| 13 Auditors' remuneration | 22.72 | 20.54 |
| 14 Directors' fees | 3.00 | 3.00 |
| 15 Donations and contributions | 71.69 | 40.85 |
| 16 Bad Debts written off | 890.35 | 762.01 |
| 17 Loss on Sale of Assets | 5.31 | 3.21 |
| 18 Miscellaneous expenses | 664.12 | 509.81 |
| Total | 7,445.08 | 6,823.95 |

Notes:

| Particulars | For the Year ended March 31, 2016 | For the Year ended March 31, 2015 |
|--|---|---|
| 1. Auditors' remuneration includes payment to auditors - | | |
| (a) As statutory auditor | 10.92 | 7.25 |
| (b) For taxation matters | 2.12 | 3.65 |
| (c) For other services | 9.02 | 8.94 |
| (d) For reimbursement of expenses | 0.66 | 0.70 |
| | 22.72 | 20.54 |



Notes to the financial statements as at and for the year ended March 31, 2016

27. Contingent Liabilities:

(₹ In Lakhs)

| Sr. No | Particulars | As At 31.03.2016 | As At 31.03.2015 |
|--------|--|------------------|------------------|
| a. | Estimated amount of contracts remaining to be executed on capital account and not provided for | 25.39 | 149.47 |
| b. | Bank Guarantees issued to Excise Department | 39.35 | 36.72 |
| | Bank Guarantees issued to Sales Tax Department | 455.00 | 580.00 |
| | Bank Guarantees issued for Tenders | 83.29 | 0.58 |
| c. | Corporate Guarantee given to Bank for loan taken by Subsidiary | 2436.99 | 3217.15 |

28. Investment in subsidiaries and step down subsidiaries:

During the year, the Company has invested in 51.51% shares of M/s Shree Salespack Pvt Ltd which is involved in the manufacturing of packing material. And also our Subsidiary M/s Asterisk Lifesciences Limited, in UK has formed its 100% subsidiary known as Asterisk Lifesciences GH Limited in Ghana.

During the year our Subsidiary in Singapore namely M/s Bliss GVS Clinic Healthcare Pte Ltd has sold its shares held in its Step down Subsidiary M/s Surgimed Pharma Limited".

29. Employee Benefits :

Gratuity:-

The Company has covered its gratuity liability by a Group Gratuity Plan issued by Insurance Company. Under the plan, employee at retirement is eligible for benefit which will be equal to 15 days salary for each completed year of service subject to maximum of ₹ 10 lakhs.

Expenses recognised in the Statement of Profit and Loss for the year ended 31st March 2016 in respect of gratuity is summarized below:-

(₹ in Lakhs)

| No | Particulars | Year Ended March 31, 2016 | Year Ended March 31, 2015 |
|-----|--|---------------------------|---------------------------|
| I | Expense recognised in the Statement of Profit and Loss | | |
| 1 | Current Service Cost | 28.00 | 20.40 |
| 2 | Interest | 14.61 | 13.30 |
| 3 | Expected Return on plan assets | (5.02) | (3.71) |
| 4 | Actuarial (Gain)/Loss | 9.39 | 9.53 |
| 5 | Total expense | 46.98 | 39.52 |
| II | Net Asset/(Liability) recognised in the Balance Sheet | | |
| 1 | Present Value of Defined Benefit Obligation as at March, 31 2016 | 234.71 | 190.43 |
| 2 | Fair Value of plan assets as at March, 31 2016 | 67.87 | 50.58 |
| 3 | Amount Recognised | (166.84) | (139.85) |
| III | Change in the obligation during the year | | |
| 1 | Present Value of Defined Benefit Obligation at the beginning of the year | 190.43 | 147.79 |
| 2 | Current Service Cost | 28.00 | 20.40 |
| 3 | Interest Cost | 14.61 | 13.30 |
| 4 | Actuarial (Gain)/Loss | 8.04 | 8.94 |
| 5 | Benefit paid | (6.37) | - |



Notes to the financial statements as at and for the year ended March 31, 2016

| | | (₹ in Lakhs) | |
|----|--|------------------------------|------------------------------|
| No | Particulars | Year Ended March 31, 2016 | Year Ended March 31, 2015 |
| 6 | Past Service Cost – Vested | - | - |
| 7 | Past Service Cost – Non – Vested | - | - |
| 8 | Present Value of Defined Benefit Obligation at the end of the year | 234.71 | 190.43 |
| IV | Change in Fair Value of Assets during the year | | |
| 1 | Fair Value of plan assets at the beginning of the year | 50.58 | 37.45 |
| 2 | Expected return on plan assets | 5.02 | 3.71 |
| 3 | Contributions by employer | 19.99 | 10.00 |
| 4 | Actual benefits paid | (6.37) | - |
| 5 | Actuarial Gain/(Loss) on Plan Assets | (1.35) | (0.59) |
| 6 | Fair Value of plan assets at the end of the year | 67.87 | 50.58 |
| V | The major categories of plan assets as a percentage of total plan | | |
| | Funded with LIC | 100% | 100% |
| V | Actuarial assumptions | | |
| 1 | Discount Rate | 7.40% | 7.80% |
| 2 | Expected rate of return on plan assets | 8.00% | 8.75% |
| 3 | Salary Increase Rate | 15% | 15% |
| 4 | Attrition Rate | 20% | 20% |
| VI | Current/Non-Current Benefit Obligation (The basis of split is on "Net Liability" basis.) | | |
| | Current | - | - |
| | Non – Current | 166.84 | 139.85 |
| | Total | 166.84 | 139.85 |

The expected Liability contributions for the next year is approximately ₹60 Lakhs.

Gratuity for the Current and four years preceding the financial year 2015-2016

| | | (₹ in Lakhs) | | | | |
|---|-----------|--------------|-----------|-----------|-----------|--|
| Particulars | 2015-2016 | 2014-2015 | 2013-2014 | 2012-2013 | 2011-2012 | |
| Liability at the end of the year | 234.71 | 190.43 | 147.79 | 122.07 | 92.37 | |
| Fair Value of Plan Assets at the end of the year | 67.87 | 50.58 | 37.45 | 21.42 | 15.59 | |
| Amount recognised and disclosed under the head "Provisions for Employee Benefits" | 166.84 | 139.85 | 110.34 | 100.66 | 76.78 | |
| (Gains)/losses due to change in Assumptions | 4.50 | 10.25 | (6.75) | 3.22 | (3.56) | |
| Experience Adjustments - Plan Liabilities | 3.54 | (1.30) | 6.20 | 6.58 | 5.42 | |
| Total (Gain)/Loss | 8.04 | 8.94 | (0.55) | 9.80 | 1.86 | |

Note: - The Gratuity fund is entirely invested in group gratuity policy with the Life insurance Corporation of India. The information on the allocation of the funds into major asset classes and the expected return on each class is not readily available.

**Notes to the financial statements as at and for the year ended March 31, 2016****Leave encashment Disclosure:-**

The accumulated balance of leave encashment (unfunded) provided in the books as at March 31, 2016 is ₹ 11.78 Lakhs (Previous Year – Nil) determined on actuarial basis using projected unit credit method.

30. Earnings and Expenditure in Foreign Currency (Accrual Basis):-

(₹ in Lakhs)

| Particulars | 2015-16 | 2014-15 |
|---|----------|----------|
| Earnings in Foreign Currency | 30254.46 | 29342.37 |
| Expenditure in Foreign Currency | | |
| 1. Professional Fees | 685.19 | 689.87 |
| 2. Sales promotion and Business development expense | 2115.02 | 1604.27 |
| 3. Other Expenses | 413.48 | 537.72 |
| 4. CIF Value of Imports | | |
| - Raw Materials & Packing Materials | 644.05 | 479.02 |
| - Trading Goods | 36.37 | 90.32 |
| - Capital Goods | 44.02 | 553.16 |

31. Related Party Disclosures :

As per Accounting Standard 18, the disclosure of transactions with the related parties are given below:-

(A) Parties where control exists

Subsidiaries and Step down Subsidiaries

- 1 Bliss Indasi Lifescience Pvt Ltd
- 2 Bliss GVS International Pte Ltd
- 3 Bliss GVS Clinics Health Care Pte Ltd
- 4 Kremoint Pharma Pvt Ltd
- 5 Bliss GVS Healthcare Ltd
- 6 Surgimed Pharma Limited
- 7 Lifeon Labs Pvt Ltd
- 8 Greenlife Bliss Healthcare Limited
- 9 Asterisk Lifesciences Ltd
- 10 Asterisk Lifesciences GH Ltd
- 11 Eipii Exports Pvt Ltd
- 12 Shree Salespack Pvt Ltd

(B) Other related party relationships where transactions have taken place during the year

Enterprises over which key managerial personnel exercise significant influence

- 1 Lozen Pharma Pvt Ltd
- 2 Kanji Forex Pvt Ltd

Key Management Personnel

- 1 Mr. S. N. Kamath -Managing Director
- 2 Dr. Vibha G. Sharma -Whole Time Director
- 3 Mrs. Shruti V. Rao -Whole Time Director
- 4 Ms. Aditi Bhatt- Company Secretary
- 5 Mr. Vipul B. Thakkar- Chief Financial Officer



Notes to the financial statements as at and for the year ended March 31, 2016

Relatives of Key Management Personnel

- 1 Mr. Gagan Harsh Sharma-Relative of Director
- 2 Mr. Arjun Gautam Ashra- Relative of Director

(C) Transactions during the year and balances outstanding as on March 31, 2016 with related Parties were as follows

(₹ in Lakhs)

| Name | Transaction | 2015-16 | 2014-15 | Outstanding as on 31.3.2016 | Outstanding as on 31.3.2015 |
|--------------------------------------|--------------------------------------|----------|---------|-----------------------------|-----------------------------|
| Mr. Gautam R. Ashra | Sitting Fees | 0.80 | 0.80 | - | - |
| | Rent | 37.96 | 36.00 | - | - |
| Mrs. Shruti V. Rao | Remuneration | 26.67 | 24.50 | - | - |
| | Loan Taken | 1,165.00 | - | 1,165.00 | - |
| | Interest Expenses | 55.29 | - | 49.76 | - |
| Mr. S. N. Kamath | Remuneration | 111.93 | 100.67 | - | - |
| | Refundable deposit for Leave License | - | - | 30.00 | 30.00 |
| | Rent | 37.96 | 36.00 | - | - |
| Dr. Vibha G. Sharma | Remuneration | 23.84 | 21.88 | - | - |
| Ms. Aditi Bhatt | Remuneration | 1.63 | - | - | - |
| Mr. Vipul B. Thakkar | Remuneration | 22.11 | 16.83 | - | - |
| Mr. Gagan Harsh Sharma | Remuneration | 40.01 | 37.22 | - | - |
| Mr. Arjun G. Ashra | Remuneration | 29.08 | 23.11 | - | - |
| Bliss Indasi LifeScience Pvt Ltd | Loan Given | - | (83.67) | 237.69 | 237.69 |
| | Interest Income | 23.77 | 23.77 | 99.25 | 77.86 |
| | Investment In Share Capital | - | - | 92.31 | 92.31 |
| | Paid and Payables | 315.45 | 278.73 | (133.30) | (10.22) |
| | Received and Receivables | - | - | 77.13 | 76.49 |
| | Sale of Goods | 0.64 | 76.49 | - | - |
| | Purchase of Goods | 192.57 | 268.18 | - | - |
| Bliss GVS International Pte Ltd | Investment In Share Capital | - | - | 22.58 | 22.58 |
| | Loan given | 1,050.01 | 551.60 | 2,723.25 | 1,673.24 |
| Kremoint Pharma Pvt Ltd | Labour Charges | 31.84 | 70.22 | - | - |
| | Investment In Share Capital | - | - | 1,803.00 | 1,803.00 |
| | Long Term Loan Given | - | - | 60.00 | 60.00 |
| | Dividend Received | 8.40 | 8.40 | - | - |
| | Paid and Payables | 82.09 | 19.84 | - | 50.38 |
| | Received and Receivables | 15.44 | (0.32) | 1.43 | 16.87 |
| | Sale of Goods | - | 9.45 | - | - |
| | Interest Income | 5.40 | 5.38 | 1.21 | - |
| Bliss GVS Clinics Healthcare Pte Ltd | Investment In Share Capital | - | - | 4.12 | 4.12 |



Notes to the financial statements as at and for the year ended March 31, 2016

(₹ in Lakhs)

| Name | Transaction | 2015-16 | 2014-15 | Outstanding as on 31.3.2016 | Outstanding as on 31.3.2015 |
|------------------------------------|-----------------------------|----------|----------|-----------------------------|-----------------------------|
| | Loan Repaid | 277.06 | 1,400.90 | 6,898.17 | 7,175.23 |
| | Interest Income | 96.01 | 239.19 | 713.78 | 617.77 |
| Lifeon Labs Pvt Ltd | Investment In Share Capital | - | - | 0.51 | 0.51 |
| | Long Term Loan Given | - | - | 29.49 | 29.49 |
| | Interest Income | 2.95 | 2.95 | 6.22 | 3.57 |
| | Received and Receivables | (1.83) | (2.43) | 141.26 | 49.84 |
| | Sale of goods | 89.59 | 40.26 | - | - |
| | Paid and Payables | 20.00 | 210.88 | (213.24) | (201.40) |
| | Purchase of Goods | 8.16 | 9.21 | - | - |
| Asterisk Lifesciences Limited (UK) | Investment In Share Capital | - | 0.10 | 0.10 | 0.10 |
| | Long Term Loan Given | 0.49 | 18.27 | 18.76 | 18.27 |
| | Received and Receivables | 807.19 | - | 807.19 | - |
| | Sale of goods | 807.19 | - | - | - |
| Kanji Forex Pvt. Ltd. | Expenses | 79.50 | 49.92 | - | 1.02 |
| Lozen Pharma Pvt. Ltd | Purchase of Goods | 45.61 | 123.69 | - | - |
| | Paid and Payables | (291.15) | 106.50 | (15.38) | (352.14) |
| Shree Salespack Pvt. Ltd. | Investment In Share Capital | 136.74 | - | 136.74 | - |
| | Purchase of Goods | 925.07 | 936.20 | - | - |
| | Paid and Payables | 1,103.45 | 868.11 | (56.27) | 122.11 |
| Bliss GVS Healthcare Ltd. | Received and Receivables | 0.72 | - | 939.80 | - |
| | Sale of goods | 940.52 | - | - | - |

32. Leases :

The future minimum rental income in respect of lease of Plant and Machinery are as follows:

(₹ in Lakhs)

| Particulars | 2015-16 | 2014-15 |
|---|---------|---------|
| Not later than one year | 165.81 | 176.99 |
| Later than one year and not later than five years | - | 147.49 |
| Later than five years | - | - |

The significant leasing arrangements are in respect of godown, warehouses, guest house etc. taken on lease. The arrangements range between 11 months to 5 years and are generally renewable by mutual consent or on mutually agreeable terms. The minimum lease payments under non-cancellable operating leases are summarized below:

(₹ in Lakhs)

| Particulars | 2015-16 | 2014-15 |
|---|---------|---------|
| Not later than one year | 89.64 | 85.53 |
| Later than one year and not later than five years | 169.51 | 259.15 |
| Later than five years | - | - |



Notes to the financial statements as at and for the year ended March 31, 2016

33. Earnings per share:

Earnings Per Share is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earning per share are as stated below:

| | March 31, 2016 | March 31, 2015 |
|-------------------------------|----------------|----------------|
| Profit after tax (₹ In Lakhs) | 6561.47 | 6001.55 |
| Weighted number of Shares | 10,31,46,672 | 10,31,46,672 |
| Basic & Diluted EPS (₹) | 6.36 | 5.82 |

34. Financial & Derivative Instruments:

The Company has entered into Forward Exchange Contracts (being a derivative instrument), which are not intended for trading or speculative purpose, but are for hedge purpose, to establish the amount of reporting currency required or available at the settlement date of certain receivables. The sell contracts outstanding as on March 31, 2016 were to the tune of USD 24.50 lakhs (P.Y. USD 24.50 lakhs) & EURO 3.00 lakhs (P.Y. EURO 2.00 lakhs) with INR as cross currency.

The foreign currency exposure, which is not hedged as at the end of the year, is:

(₹ In Lakhs)

| Particulars | 2015-16 | 2014-15 |
|---|---|---|
| a) Amount payable in foreign currency on account of import of Goods and its equivalent Indian Rupees (in lakhs) | \$2.75 ₹ 187.00 | \$0.05 ₹ 3.21 |
| b) Amount receivable in foreign currency on export of goods and its equivalent Indian Rupees (in Lakhs) | \$376.11 ₹ 23934.89 €7.06 ₹ 507.14 | \$332.36 ₹ 20140.55 €7.10 ₹ 536.46 |
| Hedged | \$24.50 €3.00 | \$24.50 €2.00 |
| Unhedged | \$351.61 €4.06 | \$307.86 €5.10 |

35. Segment Disclosure:

The Company operations constitute a single reportable business segment i.e. Pharmaceuticals.

All the Company's assets are located in India and revenue from external customers by Geographical area is as follows:-

(₹ in Lakhs)

| Particulars | 2015-2016 | 2014-2015 |
|---------------|-----------|-----------|
| Within India | 2,045.73 | 2,002.09 |
| Outside India | 29,923.51 | 28,943.80 |
| Total | 31,969.24 | 30,945.89 |

36. Research & Development:

Disclosure of Revenue and Capital Expenditure incurred at R&D Center recognized by DSIR

(₹ in Lakhs)

| SR. No | Particulars | 2015-2016 | 2014-2015 |
|--------|-----------------------------|-----------|-----------|
| (i) | Capital Expenditure : | | |
| | Equipment purchase | 52.71 | 118.79 |
| | Land and buildings | - | - |
| | Total Capital Expenditure : | 52.71 | 118.79 |



Notes to the financial statements as at and for the year ended March 31, 2016

(₹ in Lakhs)

| SR. No | Particulars | 2015-2016 | 2014-2015 |
|--------|--|-----------|-----------|
| (ii) | Revenue Expenditure | | |
| | Personnel expenses | 165.83 | 117.42 |
| | Materials/Consumables/Spares | 77.31 | 50.88 |
| | Other expenses | 77.73 | 91.47 |
| | Total Revenue Expenditure | 320.87 | 259.77 |
| (iii) | Less : Sales Proceeds (Income of R&D Centre) | - | - |
| (iv) | Net Revenue Expenditure | 320.87 | 259.77 |
| (v) | Total Capital & Revenue Expenditure | 373.58 | 378.57 |

37. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

(₹ in Lakhs)

| Particulars | 2015-2016 | 2014-2015 |
|---|-----------|-----------|
| (a) Principal Amount Outstanding | 566.06 | 848.82 |
| (b) Interest Due on the above | 0.22 | 6.15 |
| (c) Principal amount paid during the year beyond appointed day | - | - |
| (d) Interest paid during the year beyond the appointed day | - | - |
| (e) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act | - | - |
| (f) Amount of interest accrued and remaining unpaid at the end of the year | 0.22 | 6.15 |
| (g) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act. | - | - |

This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This information has been relied upon by the Auditors.

38. CSR Expenses:

During the year the Company has incurred CSR Expenses of Rs. 66.90 lakhs which represented donations/ contributions to Charitable Trust which are engaged in the CSR activities eligible under section 135 of the Companies Act as specified in Schedule VII.

39. Quantitative Details are given in Annexure – I.

40. Previous year figures are regrouped/rearranged/reclassified wherever necessary to Conform with current years classification.

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



ANNEXURE - I

QUANTITATIVE INFORMATION IN REGARDS TO GOODS MANUFACTURED BY THE COMPANY IS AS FOLLOWS:-

(Figures in Lakhs)

| CLASS OF GOODS (A) MANUFACTURED ITEMS | UNIT OF MEASURE | OPENING STOCK | | PRODUCTION | SALES | | CLOSING STOCK | |
|--|-------------------|---------------|-----------|------------|-----------|------------|---------------|-----------|
| | | QTY.BOXES | VALUE RS. | QTY.BOXES | QTY.BOXES | VALUE RS. | QTY.BOXES | VALUE RS. |
| (a) PHARMA (Includes High Seas Sale) | LTRS/KGS/ NOS. | 37.72 | 617.86 | 842.21 | 830.96 | 31,660.64 | 48.98 | 741.70 |
| | | (54.04) | (723.67) | (806.99) | (823.31) | (30663.08) | (37.72) | (617.86) |
| (b) HEALTHCARE PRODUCTS | NOS./ BOXES | 3.34 | 33.59 | 9.41 | 10.51 | 308.60 | 2.24 | 20.18 |
| | | (2.07) | (43.87) | (11.89) | (10.62) | (282.82) | (3.34) | (33.59) |

MATERIAL COST CONSUMPTION

| PARTICULARS | As on 31.03.2016 | | As on 31.03.2015 | |
|---|------------------|------------------|------------------|------------------|
| | QTY(K.G) | VALUE (IN LAKHS) | QTY(K.G) | VALUE (IN LAKHS) |
| 1. Raw Material (Basic) Consumed | 46,347.82 | 5,246.86 | 50,286.30 | 5,869.70 |
| a. Artemether | 6,653.83 | 1,122.65 | 7,181.31 | 1,463.50 |
| b. Lumefantrine | 39,694.00 | 832.34 | 43,104.99 | 942.42 |
| c. Other Raw Material* | | 3,291.87 | | 3,463.77 |
| 2. Packing Material | 58,169.53 | 2,115.51 | 75,799.02 | 2,477.80 |
| a. Pvc/Pe Film | 58,169.53 | 206.77 | 75,799.02 | 289.05 |
| b. Other Packing Material | | 1,908.73 | | 2,188.75 |
| 3. Lab Chemical & Other Chemical Base | | 6,127.92 | | 5,436.63 |
| Total | 104,517.35 | 13,490.28 | 126,085.31 | 13,784.13 |
| Out of total Consumption: | | | | |
| Imported | 3% | 365.57 | 4% | 487.59 |
| Indigenous | 97% | 13124.71 | 96% | 13296.54 |
| Value of import calculated on C.I.F. Basis: | | | | |
| Raw material | | 469.87 | | 390.16 |
| Packing Material | | 109.61 | | 179.18 |

* None of the items individually account for more than 10% of total consumption.



INDEPENDENT AUDITOR'S REPORT

To the Members of Bliss GVS Pharma Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Bliss GVS Pharma Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries are hereinafter referred to as "the Group"), comprising the consolidated balance sheet as at March 31, 2016, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the 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 there under.
5. 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 consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true



and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and its consolidated profit and consolidated cash flows for the year ended on that date.

9. Emphasis of Matter

We draw attention to Note 12 (c) to the consolidated financial statements in respect of our reliance on the management representation that no provision is required in for goodwill on consolidation arising in respect of one of its subsidiaries aggregating to ₹ 3,549.05 lakhs as at March 31, 2016.

Other Matter

10. (a) We did not audit the financial statements of ten subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 25,343.89 lakhs as at March 31, 2016, total revenues (before consolidation adjustments) of ₹ 24,638.74 lakhs and net cash flows amounting to ₹ 1,170.58 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of three subsidiaries, incorporated outside India, included in the consolidated financial results, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 10,570.95 lakhs as at March 31, 2016 as well as total revenue (before consolidation adjustments) and cash flows (before consolidation adjustments) of ₹ 835.31 lakhs and ₹ (26.07) lakhs, respectively for the year then ended. These financial statements and other financial information are unaudited and have been furnished to us by the management, and our opinion on the consolidated financial statements, insofar as it relates to the amounts and disclosures included in respect of these subsidiaries

is based solely on such unaudited financial statements/ financial information. In our opinion, according to the information and explanations given to us by the Management and in view of the fact that a substantial portion of the amounts referred to in respect of these subsidiaries eliminate on consolidation, these financial statements/financial information are not material to the consolidated financial statements of the Group.

- (c) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

11. 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer our separate report in Annexure I.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 27 to the consolidated financial statements.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For B.K. Khare & Co.

Chartered Accountants

Firm's Registration Number 105102W

Himanshu Chapsey

Partner

Membership Number: 105731

Mumbai, May 24, 2016

ANNEXURE I TO OUR REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BLISS GVS PHARMA LIMITED

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

In conjunction with our audit of the consolidated financial statements of the Bliss GVS Pharma Limited as of March 31, 2016 and for the year then ended. We have audited the internal financial controls over financial reporting of Bliss GVS Pharma Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies incorporated in India ("Indian Subsidiary Companies"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Indian Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that operate effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the

timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed



risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, The Holding Company and its Indian Subsidiary Companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Group Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

Other Matters

ur aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the Indian Subsidiary Companies, is based on the corresponding reports of the auditors of such companies.

For B. K. Khare & Co.
Chartered Accountants
Firm's Registration No. 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016



Consolidated Balance Sheet as on March 31, 2016

(₹ in Lakhs)

| | Notes | As at March 31, 2016 | As at March 31, 2015 |
|---|-------|-------------------------|-------------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (i) Share Capital | 3 | 1,031.47 | 1,031.47 |
| (ii) Reserves and Surplus | 4 | 40,230.77 | 32,676.83 |
| | | 41,262.24 | 33,708.30 |
| 2 Minority Interest | | 3,309.57 | 1,489.18 |
| 3 Non- Current Liabilities | | | |
| (i) Long Term Borrowings | 5 | 3,824.27 | 5,725.81 |
| (ii) Deferred Tax Liabilities (Net) | 6 | 948.86 | 885.94 |
| (iii) Long Term Provisions | 7 | 181.43 | 139.85 |
| | | 4,954.56 | 6,751.60 |
| 4 Current Liabilities | | | |
| (i) Short Term Borrowings | 8 | 6,212.38 | 6,104.21 |
| (ii) Trade Payables | 9 | 10,848.57 | 8,033.39 |
| (iii) Other Current Liabilities | 10 | 5,275.63 | 7,030.05 |
| (iv) Short Term Provisions | 11 | 4,315.23 | 3,100.09 |
| | | 26,651.81 | 24,267.74 |
| Total | | 76,178.18 | 66,216.82 |
| II. ASSETS | | | |
| Non-Current Assets | | | |
| 1 (a) Fixed Assets | 12 | | |
| (i) Tangible Assets | | 18,091.83 | 15,982.63 |
| (ii) Intangible Assets | | 57.60 | 79.37 |
| (iii) Goodwill on Consolidation | | 4,375.64 | 7,376.00 |
| (iv) Capital Work in Progress | | 909.79 | - |
| | | 23,434.86 | 23,438.00 |
| (b) Non-current Investments | 13 | 11.02 | 1.01 |
| (c) Long Term Land Advances | 14 | 5,677.48 | 1,026.79 |
| (d) Other Non Current Assets | 15 | - | 43.26 |
| | | 29,123.36 | 24,509.06 |
| 2 Current Assets | | | |
| (a) Inventories | 16 | 3,867.30 | 3,370.00 |
| (b) Trade Receivables | 17 | 30,093.29 | 24,746.94 |
| (c) Cash and Bank Balances | 18 | 7,817.66 | 5,728.93 |
| (d) Short Term Loans and Advances | 19 | 5,041.92 | 7,470.88 |
| (e) Other Current Assets | 20 | 234.65 | 391.01 |
| | | 47,054.82 | 41,707.76 |
| Total | | 76,178.18 | 66,216.82 |
| Statement of Significant Accounting Policies | 2 | | |
| The accompanying notes are an integral part of these financial statements | | | |

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



Consolidated Statement of Profit and Loss for the year ended March 31, 2016

(₹ in Lakhs)

| | Notes | For the Year Ended March 31, 2016 | For the Year Ended March 31, 2015 |
|---|--------|--------------------------------------|--------------------------------------|
| I. Revenue from Operations (Gross) | 21 | 54,950.42 | 40,959.46 |
| Less:- Excise Duty | | 261.01 | 246.02 |
| Revenue from Operations (Net) | | 54,689.41 | 40,713.44 |
| II. Other Income | 22 | 2,435.00 | 2,028.86 |
| III. Total Revenue | | 57,124.41 | 42,742.30 |
| IV. Expenditure | | | |
| Cost of Materials Consumed | 23 (A) | 25,589.07 | 16,456.36 |
| Purchase of Stock- in- Trade | | 508.76 | 933.42 |
| Changes in Inventories of finished goods/WIP/stock in trade | 23 (B) | (421.30) | 364.87 |
| Employee Benefits Expense | 24 | 3,373.65 | 2,942.90 |
| Finance Costs | 25 | 1,819.86 | 1,641.24 |
| Depreciation and Amortisation Expense | 12 | 1,326.00 | 1,129.62 |
| Other Expenses | 26 | 10,108.90 | 9,671.97 |
| | | 42,304.94 | 33,140.38 |
| V. Profit Before Tax | | 14,819.47 | 9,601.92 |
| VI. Less : Tax Expense | | | |
| - Current Tax | | (4,943.26) | (3,233.28) |
| - Short/ Excess Provision of Earlier Years | | 217.30 | (39.15) |
| - Deferred Tax | 6 | (78.95) | (190.15) |
| VII. Profit for the year after tax but before Minority Interest | | 10,014.56 | 6,139.34 |
| VIII. Minority Share in Profit/ (Loss) | | 1,766.30 | 148.37 |
| IX. Profit for the year after Minority Interest | | 8,248.26 | 5,990.97 |
| X. Earnings per Equity Share: (of face value of ₹ 1/- each) | | | |
| Basic and Diluted | 31 | 8.00 | 5.81 |
| XI. Statement of Significant Accounting Policies | 2 | | |
| The accompanying notes are an integral part of these financial statements | | | |

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



Consolidated Cash Flow Statement for the year ended March 31, 2016

(₹ in Lakhs)

| | 2015-16 | | 2014-15 | |
|--|------------|------------|------------|------------|
| I. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit before Taxation and Extraordinary Items | | 14,819.47 | | 9,601.92 |
| Add/Less : Depreciation | 1326.00 | | 1,129.61 | |
| Profit / Loss on Sale of Fixed Assets (Net) | (3.28) | | 3.21 | |
| Provision for Gratuity | 37.72 | | 31.83 | |
| Loss on disposal of investment in step-down subsidiary (Net of Goodwill) | 45.62 | | - | |
| Interest Expense | 1,574.76 | | 1,539.02 | |
| Provision for Compensated Absences/ Privilege Leaves | 2.26 | | - | |
| Interest Income | (690.10) | | (552.30) | |
| Amortisation of Arrangement Fees | 99.11 | | 99.11 | |
| Lease Rental Income | (188.60) | | (160.35) | |
| Exchange Fluctuation | (1,468.61) | | (1,208.83) | |
| Bad Debts Written Off | 891.31 | | 762.01 | |
| Provision for Doubtful Debts | 94.97 | | - | |
| Balance Written Off | 72.98 | | 11.65 | |
| Provision for Stock | 23.70 | 1,817.84 | 51.22 | 1,706.17 |
| Operating Profit before Working Capital changes | | 16,637.31 | | 11,308.09 |
| Add/Less : (Increase)/Decrease in Short Term Loans and Advances | 2428.95 | | (5,403.05) | |
| (Increase)/Decrease in Trade and Other Receivables | (5346.35) | | (3244.36) | |
| Increase/(Decrease) in Current Liabilities | 2425.65 | | 2162.29 | |
| (Increase)/Decrease in Inventories | (497.30) | | (116.96) | |
| (Increase)/Decrease in Other Current Assets | 156.36 | (832.68) | (82.06) | (6684.14) |
| Cash generated from Operations | | 15,804.62 | | 4,623.95 |
| Less : Direct Tax Paid | | (4509.97) | | (862.73) |
| Net Cash from Operating Activities (A) | | 11,294.65 | | 3,761.22 |
| II. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets | (1330.93) | | (2814.20) | |
| Purchase of Investments | (10.01) | | - | |
| Interest Received | 790.60 | | 470.51 | |
| Proceeds from Sale of Fixed Assets | 11.35 | | 7.37 | |
| Long Term Loans (given)/ received back | (4786.89) | | (240.94) | |
| Capital Advances | 136.20 | | (415.72) | |
| Increase and decrease in other Non Current Assets | 43.26 | | 99.10 | |
| Net cash used in investing activities (B) | | (5146.40) | | (2893.88) |
| III. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Repayment of Borrowings | (1901.54) | | (1028.77) | |
| Interest Paid | (1562.03) | | (1562.48) | |
| Margin Money Deposits | 161.99 | | (1068.55) | |
| Increase/(Decrease) in Minority interest | 54.09 | | 324.55 | |
| Dividend paid on equity shares (including Dividend Tax) | (615.61) | | (855.92) | |
| Net cash used in financing activities (C) | | (3,863.10) | | (4,191.17) |
| Net increase in cash and cash equivalents (A+B+C) | | 2,285.15 | | (3,323.83) |
| Cash and cash equivalents at the beginning of the year | | 509.08 | | 3,885.92 |
| Effect of Exchange Differences on restatement of foreign currency | | (34.43) | | (53.01) |
| Cash and cash equivalents at the end of year | | 2,759.80 | | 509.08 |

As per our attached report of even date

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

For **B.K.Khare & Co.**

Chartered Accountants
Firm Registration No:- 105102W

Mayank S. Mehta
Chairman

S. N. Kamath
Managing Director

Himanshu Chapsey

Partner
Membership No. 105731

Aditi Bhatt
Company Secretary

Vipul B. Thakkar
Chief Financial Officer

Place : Mumbai
Date : May 24, 2016

Place : Mumbai
Date : May 24, 2016



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

1. Background:

The consolidated financial statements comprise the financial statements of Bliss GVS Pharma Limited (“the Company”) and its subsidiaries (the Company and its subsidiaries are collectively, hereinafter referred to as “the Group”) for the year ended March 31, 2016. The Company is a public company incorporated in India under the provisions of the Companies Act applicable in India.

2. Significant Accounting Policies:

1. Basis of Preparation:-

The financial statements are prepared and presented under with the historical cost convention, on the accrual basis of accounting and in accordance with generally accepted accounting principles in India. These financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013. (“the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act. (“Indian GAAP”).

2. Principles of Consolidation:-

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Bliss GVS Pharma Limited and its subsidiaries (collectively reformed to as “the Group”) as at March 31, 2016. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) “Consolidated Financial Statements”. The basis for preparing the consolidated financial statements is given below.

- i. The financial statements of the Company and its subsidiaries have been consolidated on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and the unrealized profits / losses on intra-group transactions, and are presented to the extent possible, in the same manner as the Company's separate financial statements. The cash flow statement have been prepared using uniform policies for the transactions. Bliss GVS Pharma and all the subsidiaries have closed books of accounts as at March 31, 2016 as year- end for the purpose of preparing the consolidated financial statements of the Group.
- ii. The excess of the Group's cost of investment over its share of net assets in the associate on the date of acquisition of investment is recognized as ‘Goodwill (on Consolidation)’ being an asset in the consolidated financial statement. The excess of the Group's share of net assets in the associate over the cost of its investment is disclosed as ‘Capital Reserve (on Consolidation)’.
- iii. Assets and liabilities of subsidiaries are translated into Indian rupees at the rate of exchange prevailing as at the Balance sheet date. Revenue and expenses are translated into Indian rupees at the date of transaction occurred resulting into net transaction adjustment which has been adjusted to Reserve.
- iv. The operation of the Company's subsidiaries are considered as non -integral operations for the purpose of consolidation.
- v. The consolidated financial statements are presented, to the extent possible in the same format as that adopted by the parent company for its separate financial statements.

Bliss GVS Pharma Ltd (‘BGPL’ or ‘Company’) has controlling interest, directly or through subsidiaries, step down subsidiaries in the following entities during the year ended March 31, 2016.

| Name of the Subsidiary Company | Nature | Country of Incorporation | % Shareholding | |
|------------------------------------|----------------------|--------------------------|--|----------------|
| | | | March 31, 2016 | March 31, 2015 |
| Bliss Indasi Lifescience Pvt. Ltd. | Subsidiary | India | 51% | 51% |
| Bliss GVS International Pte. Ltd. | Subsidiary | Singapore | 100% | 100% |
| Kremoint Pharma Pvt. Ltd. | Subsidiary | India | 70% | 70% |
| Asterisk Lifesciences Ltd. | Subsidiary | U.K | 100% | 100% |
| Asterisk Lifesciences (GH) Ltd. | Step down subsidiary | Ghana | 100% held by Asterisk Lifesciences Ltd | - |



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

| Name of the Subsidiary Company | Nature | Country of Incorporation | % Shareholding | |
|---------------------------------------|----------------------|--------------------------|---|--|
| | | | March 31, 2016 | March 31, 2015 |
| Bliss GVS Clinic Healthcare Pte. Ltd. | Subsidiary | Singapore | 100% | 100% |
| Surgimed Pharma Ltd. | Step down subsidiary | Kenya | - | 51% held by Bliss GVS Clinic Healthcare Pte Ltd |
| Bliss GVS Healthcare Ltd. | Step down subsidiary | Kenya | 51% held by Bliss GVS Clinic Healthcare Pte. Ltd. | 51% held by Bliss GVS Clinic Healthcare Pte Ltd. |
| Lifeon Labs Pvt Ltd. | Subsidiary | India | 51% | 51% |
| Greenlife Bliss Healthcare Ltd. | Step down subsidiary | Nigeria | 51% held by Bliss GVS International Pte. Ltd. | 51% held by Bliss GVS International Pte Ltd. |
| Eipii Exports Pvt Ltd. | Step down subsidiary | India | 70% held by Kremoint Pharma Pvt Ltd. | |
| Shree Salespack Pvt. Ltd. | Subsidiary | India | 51.51% | - |

vi. Change in Group Structure:-

During the year ended March 31, 2016, the following changes in group structure have taken place and the same have been appropriately dealt with in the consolidated financial statement.

- (i) During the year, the Company has acquired 51.51% stake in equity shares of Shree Salespack Pvt. Ltd. Assets & Liabilities acquired are summarized as follows:

| Liabilities | Amount (₹ in lakhs) | Assets | Amount (₹ in lakhs) |
|---------------------------|------------------------|-------------------------------|------------------------|
| Share Capital | 1.30 | Tangible Assets | 740.74 |
| Reserves and Surplus | 156.45 | Intangible Assets | 1.11 |
| Long Term Borrowings | 831.44 | Non- current Investments | 6.26 |
| Long Term Provisions | 2.96 | Deferred Tax Assets (Net) | 16.02 |
| Short Term Borrowings | 295.55 | Long Term Loans & Advances | 33.82 |
| Trade Payables | 350.89 | Inventories | 515.44 |
| Other Current Liabilities | 94.12 | Trade Receivables | 387.24 |
| Short Term Provisions | 5.73 | Cash and Bank Balances | 7.98 |
| | | Short Term Loans and Advances | 29.83 |
| Total Liabilities | 1,738.44 | Total Assets | 1,738.44 |

- (ii) During the year, Asterisk Lifesciences Ltd, UK has incorporated a 100% subsidiary, Asterisk Lifesciences (GH) Ltd, Ghana.

- (iii) During the year, Bliss GVS Clinic Healthcare Pte Ltd has sold its 51% stake in Surgimed Pharma Ltd. Summary of Assets & Liabilities transferred are as follows:

| Liabilities | Amount (₹ in lakhs) | Assets | Amount (₹ in lakhs) |
|---------------------------|------------------------|-------------------------------|------------------------|
| Share Capital | 0.72 | Tangible Assets | 9.70 |
| Reserves and Surplus | (38.35) | Long Term Loans & Advances | 679.39 |
| Short Term Borrowings | 1458.22 | Inventories | 356.90 |
| Trade Payables | 246.09 | Trade Receivables | 751.83 |
| Other Current Liabilities | 166.16 | Cash and Bank Balances | 4.18 |
| Short Term Provisions | 1.28 | Short Term Loans and Advances | 32.12 |
| Total Liabilities | 1,834.12 | Total Assets | 1,834.12 |



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

vii. Minority Interest in the net assets of the consolidated subsidiaries consist of :-

- 1) Amount of equity attributable at the date on which investment in subsidiaries is made, and
- 2) The minorities share of movements in the equity since the date the parent- subsidiary relationship comes into existence.

3. Use of Estimates:-

The preparation of financial statements in accordance with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements, which in management's opinion are prudent and reasonable. Actual results may differ from these estimates.

4. Presentation and Disclosure of Financial Statements:-

All assets and liabilities have been classified as current/noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

5. Fixed Assets and Depreciation/Amortization:-

i) Tangible Assets: -

Tangible assets are stated at their original cost (net of CENVAT where applicable) including freight, duties, customs and other incidental expenses relating to acquisition and installation. Interest and other finance charges paid on loans for the acquisition of tangible qualifying assets are apportioned to the cost of fixed assets till they are ready for use.

Expenditure incurred during the period of construction is carried as capital work-in-progress and on completion the costs are allocated to the respective fixed assets.

When an asset is scrapped or otherwise disposed of, the cost and related depreciation are removed from the books of account and resultant profit (including capital profit) or loss, if any, is reflected in the Statement of Profit and Loss.

Depreciation/Amortization:-

Depreciation on tangible assets is provided on straight line method over the useful life of asset prescribed in Part C of Schedule II of the Companies Act, 2013, except in case of one of the subsidiaries (Shree Salespack Pvt Ltd) in order to reflect the actual usages of the assets.

Individual assets acquired for less than Rs. 5,000 are entirely depreciated in the year of acquisition. Depreciation is charged on pro-rata basis for the assets purchased/sold during the year

ii) Intangible Assets: -

All Intangible Assets (except Goodwill on consolidation) are measured at cost and amortized so as to reflect the pattern in which the assets economic benefits are consumed. Brands are amortized over the estimated period of benefit, not exceeding five years. Software capitalised incurred is amortized over useful life of three to five years equally commencing from the year in which the software is put to use.

iii) Impairment:-

The carrying amount of cash generating units/assets is reviewed at balance sheet date to determine whether there is any impairment. If any such indication exists the recoverable amount is estimated as the higher of net realizable price and value in use. An impairment loss, is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

6. Investments:-

Investment that are readily realizable and intended to be held for not more than a year are classified as current investments. Current investments are stated at cost or fair value whichever is lower.

Long term investments are stated at cost. Provision, if any, is made for permanent diminution in the value of investments.

7. Inventories: -

Raw Material inventory is valued at cost.

Inventories of finished goods and work in progress are valued at cost or net realizable value, whichever is lower. Cost of raw materials includes all costs of purchase, conversion and other direct attributable costs (net of CENVAT and VAT set-off), incurred for bringing the items to their present location and condition and is determined using the weighted average cost method. However, materials and other items held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

Cost is determined on the moving weighted average method. Finished goods and Work in Progress is computed based on respective moving weighted average price of procured material and appropriate share of labour and other manufacturing overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

8. Foreign Currency Transactions: -

i) Foreign Currency Transactions:-

- a) Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Foreign currency both monetary/non-monetary assets and liabilities are translated at year-end exchange rates. Exchange difference arising on settlement of transactions and translation of monetary items are recognized as income or expense in the year in which they arise.
- b) The Company uses foreign currency forward contracts to hedge its risk associated with the foreign currency fluctuations relating to firm commitments. Pursuant to the announcement made by the Institute of Chartered Accountants of India (ICAI) regarding "Accounting for Derivatives", forward exchange contracts classified as derivatives are marked to market on a portfolio basis at the balance sheet date. The resultant net losses after considering the offsetting effect on the underlying hedge items are recognized in the Statement of Profit and Loss on the principle of prudence. The resultant net gains, if any, on such derivatives are not recognized in financial statements.
- c) In respect of forward exchange contracts covered under AS 11, "The effect of changes in foreign exchange rates", any premium or discount arising at the inception of a forward exchange contract is recognized as income or expense over the life of the contract. Gains or losses on cancellation / settlement of forward exchange contracts are recognized as income or expense.

ii) Foreign Currency Translation: -

The Consolidated Financial Statements are prepared in Indian rupees. The assets and liabilities of non-integral foreign operation are translated into the Indian rupees at the exchange rate prevailing at the reporting date and income & expenses are translated at exchange rates prevailing at the dates of transaction or weighted average rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the Statement of Profit and Loss.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

All resulting exchange differences are accumulated in a foreign currency translation reserve which is reflected under Reserve and surplus.

9. Revenue Recognition: -

Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Goods:-

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer as per the terms of sale. Revenue are recorded at invoice value net of duties and sales tax and trade discounts.

Sales of Services:-

Capitation Revenues, earned as a result of agreeing to provide services to members as per the terms of agreement. Revenue is recorded in the period that members are entitled to health care services. Income from job work is recognized on completion and is included in sales.

Other Income:-

- a) Income in respect of export benefits is recognized to the extent the company is reasonably certain of its ultimate realization.
- b) Income in respect of insurance claims is recognized to the extent the company is reasonably certain of its ultimate realization.
- c) Dividend income is recognized when the right to receive the payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

10. Expenses:-

Expenses are accounted for on accrual basis.

11. Leases:-

- a) Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating lease.
- b) Lease income of operating leases is recognized in the Statement of Profit and Loss on a straight-line basis over the lease period.

12. Employee Benefits: -

- a) Short Term Employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognized in the period in which the employee renders the related service.

- b) Defined contribution Plan:

The Company has a statutory scheme of Provident Fund with the Regional Provident Fund Commissioner and contributions of the company are charged to the Statement of Profit and Loss on accrual basis.

- c) Defined benefit Plan:

Gratuity:-

The Company's liability towards gratuity to its employees is covered by a group gratuity policy with an insurance company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment,



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

of an amount based on the respective employee's salary and the tenure of employment. The contribution paid /payable to insurance company is debited to the Statement of Profit and Loss on accrual basis. Liability towards gratuity is provided on the basis of an actuarial valuation using the Projected Unit Credit method and debited to the Statement of Profit and Loss on accrual basis. Charge to the statement of Profit and Loss includes premium paid, current service cost, interest cost, expected return on plan assets and gain/loss in actuarial valuation during the year net of fund value of plan asset as on the balance sheet date.

Compensated Absences:-

Accumulated Compensated absences which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The company's liability is actuarially determined (using the projected unit credit method) at the end of the year. Actuarial losses or gains are recognized in the statement of profit and loss account in the year in which they arise.

Termination Benefits:-

Termination benefits are recognized in the statement of profit and loss as and when incurred.

13. Borrowing Costs:-

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Arrangement fees in respect of long term borrowings are amortized over the period of loan.

14. Taxes on Income: -

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

Deferred tax is recognized, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

15. Provision & Contingent Liabilities: -

A provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements.



Notes to the Significant Accounting Policies as at & for the financial year ended March 31, 2016.

16. Research & Development:-

Equipment purchased and cost of construction of assets used for research and development is capitalized when commissioned and included in the fixed assets. Revenue expenditure on research and development is charged in the period in which it is incurred under the natural heads of expenditure.

17. Cash and Cash Equivalents:-

Cash and cash equivalents for the purpose of Cash Flow Statements include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

18. Earnings per share:-

Basic and diluted earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.



Notes to the Financial Statements for the year ended March 31, 2016

3. Share Capital :

(₹ in Lakhs)

| | As at March 31, 2016 | | As at March 31, 2015 | |
|---|----------------------|-----------|----------------------|-----------|
| | No of shares held | Amount | No of shares held | Amount |
| A) Authorised | | | | |
| Equity Shares of ₹ 1/- each | 150,000,000 | 1,500.00 | 150,000,000 | 1,500.00 |
| Total | 150,000,000 | 1,500.00 | 150,000,000 | 1,500.00 |
| B) Issued and Subscribed | | | | |
| Equity Shares of ₹ 1/- each, fully paid | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| Total (Equity) | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| C) Reconciliation of Opening and Closing Equity Share Capital | | | | |
| Opening Balance | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| Closing Balance | 103,146,672 | 1,031.47 | 103,146,672 | 1,031.47 |
| D) Details of Shareholders holding more than 5% shares in the Company | | | | |
| | No of shares held | % Holding | No of shares held | % Holding |
| S. N. Kamath | 4,70,17,024 | 45.58 | 4,70,17,024 | 45.58 |
| Gautam Rasiklal Ashra | 52,31,045 | 5.07 | 52,31,045 | 5.07 |
| Gulbarga Trading and Investment Pvt Ltd | 58,75,000 | 5.70 | 58,75,000 | 5.70 |

E) Rights attached to shares :-

The Company has only one class of Equity Shares having a par value of ₹ 1/- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, in proportion to the number of equity shares held by them. The Board of Directors in their meeting held on May 24, 2016 proposed a dividend of ₹ 0.50/- per share. (Previous Year- ₹ 0.50/- per share)

F) There are no shares reserved for issue under options and contracts/ arrangements/ commitments.

4 Reserves and Surplus :

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| (i) Securities Premium | 1,475.73 | 1,475.73 |
| Balance at beginning and end of the year | 1,475.73 | 1,475.73 |
| (ii) General Reserve | | |
| Balance at beginning of the year | 3,446.34 | 2,891.34 |
| Additions during the year | 550.00 | 555.00 |
| Balance at end of the year | 3,996.34 | 3,446.34 |
| (iii) Surplus in the statement of Profit and Loss | | |
| Balance at beginning of the year | 28,554.03 | 24,035.84 |
| Add: Depreciation Adjustment (PY: Net of Deferred Tax of ₹ 2.40 Lakhs) | - | (20.15) |
| Add: Profit for the year | 8,248.26 | 5,990.97 |
| | 36,802.29 | 30,006.66 |



Notes to the Financial Statements for the year ended March 31, 2016

| | (₹ in Lakhs) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2016 | As at March 31, 2015 |
| Less : | | |
| Transfer to General Reserve | 550.00 | 555.00 |
| Interim Dividend on equity shares | - | 218.29 |
| Dividend Distribution Tax on Interim Dividend | - | 43.56 |
| Dividend Distribution Tax (Earlier Year) | (2.31) | - |
| Proposed Dividend | 525.33 | 527.73 |
| Dividend Distribution Tax on Proposed Dividend | 106.12 | 108.05 |
| | 1,179.14 | 1,452.63 |
| Balance at end of the year | 35,623.15 | 28,554.03 |
| (iv) Foreign Currency Translation Reserve | | |
| Balance at beginning of the year | (799.27) | (746.26) |
| Additions during the year | 57.80 | 78.47 |
| Reductions during the year | 122.98 | 131.48 |
| Balance at end of the year | (864.45) | (799.27) |
| Total | 40,230.77 | 32,676.83 |

5 Long-term borrowings:

| | (₹ in Lakhs) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2016 | As at March 31, 2015 |
| (A) Secured | | |
| (i) Foreign Currency Term Loans from banks | - | 1,572.50 |
| (ii) Rupee term loans from banks | 2,961.91 | 3,930.02 |
| | 2,961.91 | 5,502.52 |
| (B) Unsecured | | |
| - Related parties and others | 403.90 | 213.87 |
| - Others | 458.46 | 9.42 |
| Total | 3,824.27 | 5,725.81 |

NOTES :

For Bliss GVS Pharma Ltd

- (i) The current maturity of Term Loan in Foreign Currency of ₹ 1,665.50 Lakhs is disclosed in other current liabilities (Note 10 (ii)) (Previous Year ₹ 4,403 Lakhs) including current maturities of ₹ 2,830.50 Lakhs. The loan carries interest rate of 335 basis points above LIBOR, is secured against 51% shares of Bliss GVS Healthcare Ltd and 100% shares of Bliss GVS Clinic Healthcare Pte Ltd, pari passu charge on current and fixed assets of the Company and the Company's fixed deposits with First Rand Bank. The loan is repayable from December 2013 in 12 Quarterly installments.
- (ii) Term Loans from bank:-
- Includes Loan of ₹ 612.53 Lakhs for Plot no 12 (Previous Year ₹ 736.74 Lakhs) including current maturities of ₹ 128.64 Lakhs (Previous Year- ₹ 128.64 Lakhs) for Company's Palghar Land bearing interest of Base rate + 2.55% p.a. and is secured by the said Land and building thereon, along with the Property of Company's Research and Development Centre and Plant and Machinery at R&D Centre which is repayable from December 2013 in 75 equal monthly installments.
 - Includes Loan of ₹ 846.52 Lakhs for Plot no 1,2,3 (Previous Year - ₹ 986.69 Lakhs) including current maturities of ₹ 146.34 Lakhs (Previous Year - ₹ 146.34 Lakhs) and adjacent open space for new plant bearing interest of Base rate + 2.80% and is secured by Land and Building at Plot 1,2,3 which is repayable from November 2014 in 82 equal installments.



Notes to the Financial Statements for the year ended March 31, 2016

For Kremoint Pharma Pvt Ltd

- (i) The Term Loan of Banks carries interest rate @ of 13.5% and is secured against hypothecation of Stock In Trade and Charge over Book Debts and Continuation of Equitable mortgage of Plot No B-8 and also Equitable mortgage of Plot No D-59 & D-60 and also Hypothecation of Existing and proposed machineries with accessories, proposed furnitures and fixtures which is repayable from April 2013 in 60 equal monthly installments.

Loans from Directors and related parties carries 9% interest and are repayable on Demand.

For Bliss Indasi Lifescience Pvt Ltd

- (i) Term Loans from bank is secured by Hypothecation of Plant & Machinery, Lab Equipments, Utility and other Fixed assets. The term loan carries interest rate @ 15.25% per annum and repayable in 60 equal monthly instalments from April 2013. Amount of ₹ 91.04 lakhs (Previous Year- ₹ 91.04 lakhs) repayable in next one year is classified in other current liabilities.
- (ii) Interest Rate @10.00% per annum is payable to related party.
- (iii) Unsecured Loan includes demand loan of ₹ 100.00 lakhs (Previous year Nil) taken from Director Mrs. Shruti V. Rao bearing interest @ 10% p.a.

For Bliss International Pte Ltd

- (i) Term Loan is secured by pledge of 100% share subscribed by Bliss GVS Pharma Ltd in Bliss GVS International Pte Ltd. The Term Loan carries interest rate @ LIBOR plus 335 basis points and repayable from August 2013 in 20 equal quarterly installments. Amount of ₹ 886.31 lakhs (Previous Year- ₹ 837.90 lakhs) repayable in next one year is classified in other current liabilities.

For Shree Salespack Pvt Ltd

- (i) Term Loans from bank is secured by Hypothecation of Factory Premises, Plant & Machinery and other Fixed assets. The term loan carries interest rate @ 13% per annum and repayable in 60 equal monthly instalments. Amount of ₹ 120.18 lakhs (Previous Year- ₹ 66.40 lakhs) repayable in next one year is classified in other current liabilities.

Borrowings from Related Parties includes Loans to Subsidiaries as follows:-

(₹ in Lakhs)

| | As at March 31, 2016 | | As at March 31, 2015 | |
|---|----------------------|-------------------------------------|----------------------|-------------------------------------|
| | Balance | Maximum Outstanding during the year | Balance | Maximum Outstanding during the year |
| I Bliss GVS Pharma Ltd :- | | | | |
| Shruti Vishal Rao | 1,165.00 | 1,165.00 | - | - |
| II Bliss Indasi Lifesciences Pvt Ltd :- | | | | |
| Hasmukh Patel | 41.78 | 41.78 | 41.78 | 41.78 |
| R. K. Singh | 42.57 | 42.57 | 42.57 | 42.57 |
| Shruti Vishal Rao | 100.00 | 100.00 | - | - |
| III Greenlife Bliss Healthcare Ltd :- | | | | |
| Greenlife Pharmaceuticals Ltd | 210.00 | 210.00 | 90.24 | 213.45 |
| IV Shree Salespack Pvt Ltd :- | | | | |
| Mukund Parekh | 38.54 | 65.43 | - | - |
| Bina Parekh | 0.50 | 34.00 | - | - |
| V Bliss GVS Healthcare Ltd :- | | | | |
| George Mathew | 19.70 | 39.04 | 39.04 | - |
| Greenfield Developers Ltd. | - | 64.50 | 64.50 | 99.90 |
| VI Lifeon Labs Pvt Ltd :- | | | | |
| Prakash Sonawane | 3.17 | 3.18 | 3.18 | 3.18 |
| | 1,621.26 | 1,765.50 | 281.31 | 400.88 |



Notes to the Financial Statements for the year ended March 31, 2016

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------|-------------------------|-------------------------|
| Disclosed as | | |
| Short Term Borrowings | 1217.36 | 67.44 |
| Long Term Borrowings | 403.90 | 213.87 |
| Total | 1,621.26 | 281.31 |

6 Deferred Tax Liability (Net):

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| (i) Liabilities | | |
| - Depreciation | 1,044.91 | 887.48 |
| - Arrangement Fees for long Term borrowings | 14.97 | 48.39 |
| (ii) Assets | | |
| - Expenses accrued but disallowed and allowed on the basis of actual payment/on deduction of tax. | (111.02) | (49.93) |
| Total | 948.86 | 885.94 |

7 Long term provisions:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| (i) Provision for Employee benefits | | |
| - Provision for Leave Encashment | 1.98 | - |
| - Provision for Gratuity (Refer note 28) | 179.45 | 139.85 |
| Total | 181.43 | 139.85 |

8 Short-term borrowings:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------------------|-------------------------|-------------------------|
| (A) Secured | | |
| (i) Loans repayable on demand | | |
| - from Banks | 4,995.02 | 6,036.76 |
| | 4,995.02 | 6,036.76 |
| (B) Unsecured | | |
| Loans repayable on demand | | |
| - from Related parties and others | 1,217.36 | 67.44 |
| | 1,217.36 | 67.44 |
| Total | 6,212.38 | 6,104.21 |

NOTES :

For Bliss GVS Pharma Ltd

- (i) Includes cash credit of ₹ 1848.36 lakhs (Previous year ₹ 1980.62 Lakhs) bearing interest @ base rate + 1.99% secured by creating 1st pari passu charge on current assets of the company and second pari passu charge on fixed assets and is repayable on demand.



Notes to the Financial Statements for the year ended March 31, 2016

- (ii) Includes Demand loan of ₹ 701.71 lakhs (Previous year ₹ 857.00 Lakhs) secured against Fixed deposits with Federal bank.
- (iii) Unsecured Loan includes demand loan of ₹ 1165.00 lacs (Previous year Nil) taken from Director Mrs. Shruti V. Rao bearing interest @ 10% p.a.

For Kremoint Pharma Pvt Ltd

The Cash Credit of Banks carries interest @ 13.5% and Packing Credit Carries interest @ 11% and is secured against hypothecation of Stock In Trade and Charge over Book Debts and Continuation of Equitable mortgage Deposit of Plot No B-8 and also Equitable mortgage of Plot No D-59 & D-60 also Hypothecation of Existing and proposed machineries with accessories, proposed furnitures and fixtures.

For Bliss Indasi Lifescience Pvt Ltd

Secured Loans in the form of Cash credit from bank is secured by Hypothecation of extension of charge on Inventory, advance to suppliers, goods in transit and Receivables. The cash credit carries interest rate @14.75% per annum.

For Shree Salespack Pvt Ltd

Secured Loans in the form of Cash credit from bank is secured by Hypothecation of Stock and Book Debts. The cash credit carries interest rate @ 13% per annum.

9 Trade Payables:

| | (₹ in Lakhs) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2016 | As at March 31, 2015 |
| (i) Trade Payables | | |
| - Micro & Small Enterprises (Refer note 33) | 566.06 | 848.82 |
| - Others | 10,282.51 | 7,184.57 |
| Total | 10,848.57 | 8,033.39 |

10 Other Current Liabilities:

| | (₹ in Lakhs) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2016 | As at March 31, 2015 |
| (i) Current maturities of long-term debt | 3,114.29 | 4,124.72 |
| (ii) Interest accrued but not due on borrowings | 26.73 | 14.00 |
| (iii) Unpaid dividends * | 129.51 | 107.61 |
| (iv) Other payables | | |
| -Advance From Customers | 972.64 | 665.18 |
| -Creditors for Fixed Asssets | 660.92 | 132.14 |
| - Statutory Liabilities | 50.78 | 7.02 |
| - Employee Benefits Payable | 162.84 | 126.54 |
| -Other Liabilities | 157.92 | 1,852.84 |
| Total | 5,275.63 | 7,030.05 |

11 Short term provisions:

| | (₹ in Lakhs) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2016 | As at March 31, 2015 |
| (i) Employee benefits | | |
| -Provision for Bonus | 21.60 | - |
| - Provision for Gratuity | 0.28 | - |
| - Provision for Leave Encashment | 14.29 | - |
| (ii) Others | - | - |
| - Proposed Dividend | 533.73 | 527.73 |
| - Provision for tax on Proposed Dividend | 106.09 | 108.05 |
| - Provision for tax (net of Advance Taxes) | 2,232.29 | 2,464.31 |
| - Others | 1,406.95 | - |
| Total | 4,315.23 | 3,100.09 |

Notes to the Financial Statements for the year ended March 31, 2016

12 Fixed Assets :

(₹ in Lakhs)

| Description of Fixed Asset | Gross Block | | | | Accumulated Depreciation / Amortisation | | | | Net Block | | | | |
|------------------------------------|-----------------------|---------------------------------|---------------------------|---|---|------------------|---------------------------------|----------------------|--|--------------------------------|-------------------------------|------------------|------------------|
| | Cost as at 01.04.2015 | Acquisition of Shree Sales Pack | Additions during the year | Deductions/ Adjustments during the year | Cost as at 31.03.2016 | As at 01.04.2015 | Acquisition of Shree Sales Pack | For the year 2015-16 | Deductions/ Adjustments during the year(*) | Transferred to General Reserve | Depreciation as on 31.03.2016 | As at 31.03.2016 | As at 31.03.2015 |
| A Tangible Assets | | | | | | | | | | | | | |
| Land | 1,372.19 | - | 46.59 | - | 1,418.78 | - | - | - | - | - | - | 1,418.78 | 1,372.19 |
| Buildings | 6,687.16 | 404.12 | 148.21 | (797.63) | 8,037.12 | 549.25 | 85.34 | 225.39 | (33.83) | - | 893.81 | 7,143.31 | 6,137.91 |
| Plant & Machinery | 9,437.65 | 429.03 | 457.80 | (1,112.50) | 11,436.98 | 2,042.46 | 106.26 | 746.15 | 0.14 | - | 2,894.73 | 8,542.24 | 7,395.19 |
| Vehicles | 421.17 | 78.46 | 46.27 | 16.00 | 529.90 | 178.76 | 32.82 | 73.61 | 6.78 | - | 278.40 | 251.50 | 242.41 |
| Furniture & Fixture | 641.42 | 57.51 | 39.65 | (6.13) | 744.71 | 174.84 | 18.40 | 73.39 | 2.44 | - | 264.19 | 480.52 | 466.58 |
| Office Equipments | 282.52 | 28.17 | 13.62 | 2.34 | 321.97 | 89.00 | 14.49 | 67.41 | 1.14 | - | 169.75 | 152.22 | 193.52 |
| Computers | 521.07 | 3.38 | 34.73 | (0.70) | 559.88 | 346.23 | 2.62 | 113.66 | 5.89 | - | 456.62 | 103.26 | 174.83 |
| Sub Total A | 19,363.17 | 1,000.67 | 786.88 | (1,898.62) | 23,049.34 | 3,380.54 | 259.93 | 1,299.61 | (17.43) | - | 4,957.51 | 18,091.83 | 15,982.63 |
| B Intangible Assets | | | | | | | | | | | | | |
| Goodwill | 13.61 | - | - | - | 13.61 | 13.61 | - | - | - | - | 13.61 | - | - |
| Software | 136.73 | 2.01 | 0.89 | (2.63) | 142.26 | 57.36 | 0.90 | 26.39 | - | - | 84.65 | 57.60 | 79.37 |
| Brand | 2,492.70 | - | - | - | 2,492.70 | 2,492.70 | - | - | - | - | 2,492.70 | - | - |
| Sub Total B | 2,643.04 | 2.01 | 0.89 | (2.63) | 2,648.57 | 2,563.67 | 0.90 | 26.39 | - | - | 2,590.96 | 57.60 | 79.37 |
| C Goodwill on Consolidation | | | | | | | | | | | | | |
| Sub Total C | 7,376.00 | - | 55.48 | 3,055.83 | 4,375.64 | - | - | - | - | - | - | 4,375.64 | 7,376.00 |
| D Capital Work In Progress | | | | | | | | | | | | | |
| Sub Total D | - | - | 212.36 | (697.43) | 909.79 | - | - | - | - | - | - | 909.79 | - |
| TOTAL (A+B+C+D) | 29,382.21 | 1,002.68 | 1,055.60 | 457.16 | 30,983.33 | 5,944.21 | 260.83 | 1,326.00 | (17.43) | - | 7,548.47 | 23,434.86 | 23,438.00 |



Notes :

- a. Plant and Machinery includes plant given on operating lease:

(₹ in Lakhs)

| Gross Block | Depreciation | Accumulated Depreciation | Net Book Value |
|-------------|--------------|--------------------------|----------------|
| 723.10 | 47.71 | 169.28 | 553.82 |
| (723.10) | (47.71) | (121.57) | (601.53) |

- b. Addition to tangible and intangible assets and depreciation /amortisation for the year includes the following assets and accumulated depreciation /amortisation taken over on acquisition of Shree Salespack Pvt Ltd :

(₹ in Lakhs)

| Description of Assets | As at 31st March, 2016 | | As at 31st March, 2015 | |
|-----------------------|------------------------|--|------------------------|--|
| | Cost | Accumulated Depreciation/ Amortisation | Cost | Accumulated Depreciation/ Amortisation |
| Buildings | 404.12 | 85.34 | - | - |
| Plant & Machinery | 429.03 | 106.26 | - | - |
| Office Equipments | 28.17 | 14.49 | - | - |
| Vehicles | 78.46 | 32.82 | - | - |
| Computers | 3.38 | 2.62 | - | - |
| Furniture & Fixture | 57.51 | 18.40 | - | - |
| Software | 2.01 | 0.90 | - | - |
| Total | 1,002.68 | 260.83 | - | - |

- c. Goodwill on consolidation includes ₹ 3,549.06 lakhs in respect of foreign subsidiaries which have a negative net worth at March 31, 2016 on a consolidated basis. Management has entered into an agreement to dispose off one of the step down subsidiaries which will result in partial realization of goodwill. Management has also initiated actions for operational efficiencies and one of the step down subsidiaries has also obtained an annual service contract from the Teachers Services Commission in Kenya. Based on these developments, management believes that the erosion of net worth is temporary in nature and hence does not believe that any provision is required.

(*) Deductions and adjustments during the year include reinstatement of Opening cost of assets and Opening accumulated depreciation on account of foreign currency translation.

- d. Assets given as security for loans taken by the Company are disclosed in notes.



Notes to the Financial Statements for the year ended March 31, 2016

12 Fixed Assets :

| Description of Fixed Asset | GROSS BLOCK | | | | Accumulated Depreciation / Amortisation | | | Net Block As at 31.03.2015 | |
|------------------------------------|--------------------------|------------------------------|---|--------------------------|---|---------------------------|---|-------------------------------|-----------------------------------|
| | Cost as at 01.04.2014 | Additions during the year | Deductions/ Adjustments during the year | Cost as at 31.03.2015 | As at 01.04.2014 | For the year 2014-2015 | Deductions/ Adjustments during the year (*) | | Transferred to General Reserve |
| A Tangible Assets | | | | | | | | | |
| Land | 856.78 | 515.40 | - | 1,372.19 | - | - | - | - | 1,372.19 |
| Buildings | 5,480.13 | 1,545.86 | 338.83 | 6,687.16 | 393.11 | 181.72 | 25.58 | - | 549.25 |
| Plant & Machinery | 8,360.55 | 1,473.48 | 396.38 | 9,437.65 | 1,457.63 | 663.58 | 88.15 | 9.40 | 2,042.46 |
| Vehicles | 408.66 | 28.86 | 16.35 | 421.17 | 137.03 | 47.77 | 6.07 | 0.03 | 178.76 |
| Furniture & Fixture | 511.35 | 189.51 | 59.44 | 641.42 | 115.67 | 56.13 | 2.83 | 5.87 | 174.84 |
| Office Equipments | 199.97 | 82.57 | 0.03 | 282.52 | 30.20 | 54.45 | 0.01 | 4.35 | 89.00 |
| Computers | 442.20 | 91.26 | 12.39 | 521.07 | 238.24 | 104.44 | 6.78 | 10.33 | 346.23 |
| Sub Total A | 16,259.65 | 3,926.94 | 823.42 | 19,363.17 | 2,371.88 | 1,108.09 | 129.41 | 29.98 | 3,380.54 |
| B Intangible Assets | | | | | | | | | |
| Goodwill | 13.61 | - | - | 13.61 | 13.61 | - | - | - | 13.61 |
| Software | 109.73 | 27.00 | - | 136.73 | 35.83 | 21.53 | - | - | 57.36 |
| Brand | 2,492.70 | - | - | 2,492.70 | 2,492.70 | - | - | - | 2,492.70 |
| Sub Total B | 2,616.04 | 27.00 | - | 2,643.04 | 2,542.14 | 21.53 | - | - | 2,563.67 |
| C Goodwill on Consolidation | | | | | | | | | |
| Sub Total C | 7,369.64 | 6.36 | - | 7,376.00 | - | - | - | - | 7,376.00 |
| D Capital Work In Progress | | | | | | | | | |
| Sub Total D | 432.70 | - | 432.70 | - | - | - | - | - | - |
| TOTAL (A+B+C+D) | 26,678.03 | 3,960.31 | 1,256.12 | 29,382.21 | 4,914.02 | 1,129.61 | 129.41 | 29.98 | 5,944.21 |

Notes :

- a. Plant and Machinery includes plant given on operating lease

| (₹ in Lakhs) | | |
|--------------|--------------|----------------|
| Gross Block | Depreciation | Net Book Value |
| 723.10 | 47.71 | 601.53 |
| (723.10) | (34.34) | (649.22) |

- b. The borrowing cost capitalised in Plant and Machinery during the year ended March 31, 2015 is Nil (Previous Year- ₹ 9.91 lakhs)
- c. Goodwill on consolidation includes ₹ 6,604.89 lakhs in respect of foreign subsidiaries which have a negative net worth at March 31, 2015 on a consolidated basis. Management has entered into an agreement to dispose off one of the step down subsidiaries which will result in partial realization of goodwill. Management has also initiated actions for operational efficiencies and one of the step down subsidiaries has also obtained an annual service contract from the Teachers Services Commission in Kenya. Based on these developments, management believes that the erosion of net worth is temporary in nature and hence does not believe that any provision is required to be in respect of the above goodwill at March 31, 2015.

(*) Deductions and adjustments during the year include reinstatement of Opening cost of assets and Opening accumulated depreciation on account of foreign currency translation.



Notes to the Financial Statements for the year ended March 31, 2016

13 Non-Current Investments: (At cost)

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| a. 10100 Equity Shares of ₹ 10/- each of Bharat Co-op. Bank Ltd. | 1.01 | 1.01 |
| b. 40000 Equity Shares of ₹ 25/- each of The Greater Bombay Co-op Bank Ltd. | 10.01 | - |
| Total | 11.02 | 1.01 |
| Note: | | |
| Aggregate Amount of Unquoted Investments | 11.02 | 1.01 |

14 Long - Term Loans & Advances:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| (i) Unsecured Loans and advances considered good | | |
| a) Capital Advances | 28.50 | 164.70 |
| b) Security Deposits | 247.98 | 110.76 |
| c) Loans | | |
| - To Related Parties | 10.51 | - |
| - To Others | 950.00 | 528.56 |
| d) Other Loans and Advances | | |
| - Advance for Investment | 2,065.44 | 150.00 |
| - Others | 2,375.05 | 72.77 |
| Total | 5,677.48 | 1,026.79 |

15 Other Non Current Assets:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| (i) Unamortised arrangement Fees of Long Term Borrowing | - | 43.26 |
| Total | - | 43.26 |

16 Inventories:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|------------------------|-------------------------|-------------------------|
| (i) Raw Materials | 1,551.16 | 1,215.67 |
| (ii) Packing Materials | 878.68 | 799.34 |
| (iii) Work-in-Progress | 197.64 | 119.59 |
| (iv) Finished Goods | 1,239.82 | 1,235.40 |
| Total | 3,867.30 | 3,370.00 |



Notes to the Financial Statements for the year ended March 31, 2016

17 Trade Receivable :

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|---|-------------------------|-------------------------|
| (i) Unsecured Considered Good Unless Otherwise Stated | | |
| a) Trade Receivables outstanding for less than six months from the date they are due for payment (Net of Bills Discounted ₹ 5308.27 Lakhs) (Previous Year ₹ 5014.76 Lakhs) | 19,687.02 | 15,973.96 |
| b) Trade Receivables outstanding for more than six months from the date they are due for payment | 10,501.24 | 8,772.98 |
| Less : Provision for Doubtful Debts | (94.97) | - |
| Total | 30,093.29 | 24,746.94 |

18 Cash & Bank Balances:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| A Cash & Cash Equivalents | | |
| (i) Cash on hand | 24.07 | 11.05 |
| Balance with Banks in | | |
| (i) Current account | 1,430.42 | 496.03 |
| (ii) Deposit account with maturity less than 3 months maturities | 1,305.31 | 2.00 |
| | 2,759.80 | 509.08 |
| B Other Bank Balances | | |
| (i) Deposit account with maturity more than 3 months but less than 12 months | 939.27 | 1,116.90 |
| (ii) Margin money deposits | 3,989.08 | 3,995.34 |
| (iii) Earmarked balances | 129.51 | 107.61 |
| | 5,057.86 | 5,219.85 |
| Total | 7,817.66 | 5,728.93 |

19 Short-Term Loans & Advances :

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| (i) Other Loans and advances | | |
| Unsecured, considered good | | |
| - Advance to Suppliers | 2,933.27 | 4,849.52 |
| - Sales Tax Receivable | 679.91 | 739.07 |
| - Excise Duty and Service tax Receivable | 567.42 | 620.88 |
| - Advance to Employees | 49.31 | 77.99 |
| - Prepaid Expenses | 47.73 | 41.92 |
| - Others | 764.28 | 1,141.49 |
| Total | 5,041.92 | 7,470.88 |



Notes to the Financial Statements for the year ended March 31, 2016

20 Other Current Assets:

(₹ in Lakhs)

| | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| (i) Interest Accrued on Fixed Deposits and Advances | 191.39 | 291.90 |
| (ii) Unamortised arrangement fees of Long Term Borrowing | 43.26 | 99.11 |
| Total | 234.65 | 391.01 |

21 Revenue from Operations:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|--|---|---|
| Revenue from - | | |
| i) Sale of goods/ services | 53,932.31 | 40,553.36 |
| Less: Excise duty | 261.01 | 246.02 |
| | 53,671.30 | 40,307.33 |
| ii) Other operating revenues | | |
| - Export incentives & Other Operating income | 1,018.11 | 406.10 |
| | 54,689.41 | 40,713.44 |
| Total | 54,689.41 | 40,713.44 |

22 Other Income:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---|---|---|
| (i) Interest income | | |
| - On Bank Fixed Deposits | 604.39 | 468.94 |
| - On other Loans and Advances | 85.70 | 83.36 |
| (ii) Other non-operating income | | |
| - Gain/(loss) on foreign exchange translation (net) | 1,468.61 | 1,208.83 |
| - Gain/(loss) on sale of assets (net) | 8.59 | - |
| - Dividend Income | - | 8.55 |
| - Lease Rental Income | 188.60 | 160.35 |
| - Insurance Claim Received | 1.04 | 0.74 |
| - Excess provision written back | 7.05 | - |
| - Others | 71.02 | 98.09 |
| Total | 2,435.00 | 2,028.86 |



Notes to the Financial Statements for the year ended March 31, 2016

23 (A) Cost of Materials Consumed:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---------------------------|--------------------------------------|--------------------------------------|
| (i) Opening Stock | | |
| - Raw Materials | 1,711.06 | 926.26 |
| - Packing Materials | 799.34 | 606.92 |
| (ii) Add: Purchases | 25,508.51 | 16,938.19 |
| | 28,018.91 | 18,471.37 |
| (iii) Less: Closing Stock | | |
| - Raw Materials | 1,551.16 | 1,215.67 |
| - Packing Materials | 878.68 | 799.34 |
| Total | 25,589.07 | 16,456.36 |

23 (B) Changes in Inventories of Finished Goods/WIP/Stock-in-Trade:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---|--------------------------------------|--------------------------------------|
| (i) Opening Stock of | | |
| - Work in Progress | 132.42 | 211.87 |
| - Finished Products Produced & Purchased for sale | 883.74 | 1,507.99 |
| | 1,016.16 | 1,719.86 |
| (ii) Less: Closing Stock of | | |
| - Work in Progress | 197.64 | 119.59 |
| - Finished Products Produced & Purchased for sale | 1,239.82 | 1,235.40 |
| | 1,437.46 | 1,354.99 |
| Decrease/(Increase) in Stock | (421.30) | 364.87 |

24 Employee Benefit Expenses:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|--|--------------------------------------|--------------------------------------|
| (i) Salaries & Wages | 3,080.19 | 2,693.55 |
| (ii) Contribution to Provident & other funds | 137.92 | 117.67 |
| (iii) Gratuity expense (Refer note 28) | 37.72 | 31.83 |
| (iv) Privilege Leave expenses | 2.26 | - |
| (v) Staff Welfare expenses | 115.56 | 99.85 |
| Total | 3,373.65 | 2,942.90 |



Notes to the Financial Statements for the year ended March 31, 2016

25 Finance Cost:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|------------------------------|--------------------------------------|--------------------------------------|
| (i) Interest on term loans | 657.24 | 631.47 |
| (ii) Interest on other loans | 917.52 | 907.55 |
| (iii) Finance charges | 245.10 | 102.22 |
| Total | 1,819.86 | 1,641.24 |

26 Other Expenses:

(₹ in Lakhs)

| | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---|--------------------------------------|--------------------------------------|
| (i) Power and Fuel | 471.81 | 435.81 |
| (ii) Rent including lease rentals | 367.73 | 398.91 |
| (iii) Rates and Taxes | 208.02 | 207.26 |
| (iv) Insurance | 109.53 | 78.16 |
| (v) Repairs and maintenance | | |
| - Machinery | 129.49 | 138.51 |
| - Others | 319.66 | 381.80 |
| (vi) Postage, Telephone and Communication | 158.11 | 115.86 |
| (vii) Legal and Professional Charges | 907.29 | 319.75 |
| (viii) Advertisement Expenses | 55.70 | 29.44 |
| (ix) Freight Outward | 1,065.99 | 1,170.52 |
| (x) Sales Promotion Expense | 958.49 | 989.09 |
| (xi) Business Development Expenses | 2,170.88 | 2,516.34 |
| (xii) Travelling & Conveyance Expenses | 666.21 | 554.34 |
| (xiii) Auditors' Remuneration | 44.08 | 29.70 |
| (xiv) Director's Fees | 9.00 | 3.00 |
| (xv) Donations and Contributions | 71.93 | 41.61 |
| (xvi) Bad Debts written off | 891.31 | 762.01 |
| (xvii) Miscellaneous Expenses | 1,452.74 | 1,496.38 |
| (xviii) Loss on Sale of Assets | 5.31 | 3.21 |
| (xix) Preliminary Expenses written off | - | 0.28 |
| (xx) Loss on disposal of investment in subsidiary | 45.62 | - |
| Total | 10,108.90 | 9,671.97 |

Notes:

| Sr. No. | Particulars | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|---------|---|--------------------------------------|--------------------------------------|
| | Auditors' Remuneration includes payment to auditors - | | |
| (a) | As Statutory Auditor | 29.28 | 14.16 |
| (b) | For Taxation Matters | 4.36 | 4.40 |
| (c) | For Other Services | 9.77 | 9.69 |
| (d) | For Reimbursement of Expenses | 0.67 | 1.45 |
| | Total | 44.08 | 29.70 |



Notes to the Financial Statements for the year ended March 31, 2016

27. Contingent Liabilities :

| | | (₹ in Lakhs) | |
|--------|---|-------------------------|-------------------------|
| Sr. No | Particulars | As At March 31, 2016 | As At March 31, 2015 |
| a. | Estimated amount of contract remaining to be executed on capital account and not provided for | 25.39 | 149.47 |
| b. | Bank Guarantees issued to Excise Department | 39.35 | 36.72 |
| | Bank Guarantees issued to Sales Tax Department | 455.00 | 580.00 |
| | Bank Guarantees issued for Tenders | 83.29 | 0.58 |
| c. | Guarantees given to Bank for loan taken by Subsidiary | 2,436.99 | 3,217.15 |

28. Employee Benefits :

Company has covered its gratuity liability by a Group Gratuity Plan issued by Insurance Company. Under the plan, employee at retirement is eligible for benefit which will be equal to 15 days salary for each completed year of service subject to maximum of ₹10 lakhs.

Expenses recognized in the Statement of Profit and Loss for the year ended March 31, 2016 as determined on the basis of actuarial valuation:

| | | (₹ in Lakhs) | |
|------------|--|------------------------------|------------------------------|
| No | Particulars | Year Ended March 31, 2016 | Year Ended March 31, 2015 |
| I | Expense recognized in the Statement of Profit and Loss Account | | |
| 1 | Current Service Cost | 31.12 | 12.71 |
| 2 | Interest | 14.85 | 13.30 |
| 3 | Expected Return on plan assets | (5.02) | (3.71) |
| 4 | Actuarial (Gain)/Loss | 15.76 | 9.53 |
| 5 | Past Service Cost | - | - |
| 6 | Total expense | 56.71 | 31.83 |
| II | Net Asset/(Liability) recognized in the Balance Sheet | | |
| 1 | Present Value of Defined Benefit Obligation as at March 31, 2016 | 239.71 | 190.43 |
| 2 | Fair Value of plan assets as at March 31, 2016 | 67.87 | 50.58 |
| 3 | Amount Recognized | (171.84) | (139.85) |
| III | Change in the obligation during the year | | |
| 1 | Present Value of Defined Benefit Obligation at the beginning of the year | 190.43 | 147.79 |
| | Add : on account of acquisition of Shree Sales Pack Pvt Ltd | 2.96 | - |
| | Present Value of Defined Benefit Obligation at the beginning of the year | 193.39 | 147.79 |
| 2 | Current Service Cost | 30.12 | 20.40 |
| 3 | Interest Cost | 14.85 | 13.30 |
| 4 | Actuarial (Gain)/Loss | 15.42 | 8.94 |
| 5 | Benefit paid | (6.37) | - |
| 6 | Past Service Cost – Vested | - | - |
| 7 | Past Service Cost – Non – Vested | - | - |
| 8 | Present Value of Defined Benefit Obligation at the end of the year | 247.41 | 190.43 |
| IV | Change in Fair Value of Assets during the year | | |
| 1 | Fair Value of plan assets at the beginning of the year | 50.78 | 37.45 |
| 2 | Expected return on plan assets | 5.02 | 3.71 |



Notes to the Financial Statements for the year ended March 31, 2016

(₹ in Lakhs)

| No | Particulars | Year Ended March 31, 2016 | Year Ended March 31, 2015 |
|-----------|---|------------------------------|------------------------------|
| 3 | Contributions by employer | 19.99 | 10.00 |
| 4 | Actual benefits paid | (6.37) | - |
| 5 | Actuarial Gain/(Loss) on Plan Assets | (1.55) | (0.59) |
| 6 | Fair Value of plan assets at the end of the year | 67.87 | 50.78 |
| V | The major categories of plan assets as a percentage of total plan | | |
| | Funded with Life Insurance Corporation of India | 100% | 100% |
| V | Actuarial assumptions | | |
| 1 | Discount Rate | 7.71% | 7.80% |
| 2 | Expected rate of return on plan assets | 8.00% | 8.75% |
| 3 | Salary Increase Rate | 13.48% | 15% |
| 4 | Attrition Rate | 17.61% | 20% |
| VI | Current/Non-Current Benefit Obligation (The basis of split is on "Net Liability" basis.) | | |
| | Current | - | - |
| | Non – Current | 171.84 | 139.85 |
| | Total | 171.84 | 139.85 |

The expected liability contributions for the next year is approximately 65.53 Lakhs.

Gratuity for the Current and four years preceding the financial year 2015-2016

(₹ in Lakhs)

| Particulars | 2015-2016 | 2014-2015 | 2013-2014 | 2012-2013 | 2011-2012 |
|---|-----------|-----------|-----------|-----------|-----------|
| Liability at the end of the year | 239.71 | 190.43 | 147.79 | 122.07 | 92.37 |
| Fair Value of Plan Assets at the end of the year | 67.87 | 50.58 | 37.45 | 21.41 | 15.59 |
| Amount recognised and disclosed under the head "Provisions for Employee Benefits" | 171.84 | 139.85 | 110.34 | 100.66 | 76.78 |
| (Gains)/losses due to change in Assumptions | 4.50 | 10.25 | (6.75) | 3.22 | (3.56) |
| Experience | | | | | |
| Adjustments - Plan Liabilities | 10.92 | (1.30) | 6.20 | 6.58 | 5.42 |
| Total (Gain)/Loss | 15.42 | 8.94 | (0.55) | 9.80 | 1.85 |

Note: - The Gratuity fund is entirely invested in group gratuity policy with the Life insurance Corporation of India. The information on the allocation of the funds into major asset classes and the expected return on each class is not readily available.

Leave encashment Disclosure:-

The accumulated balance of leave encashment (unfunded) provided in the books as at March 31, 2016 is ₹ 14.04 Lakhs (Previous Year – Nil) determined on actuarial basis using projected unit credit method.

29. Related Party Disclosures :

Related Parties where control exists :-

Mr. S. N. Kamath- Managing Director

a. Related Party relationships where transactions have taken during the year

Enterprises over which key Managerial Personnel exercise significant influence

1. Lozen Pharma Pvt Ltd.
2. Kanji Forex Pvt Ltd.



Notes to the Financial Statements for the year ended March 31, 2016

Key Management Personnel

1. Mr. Gautam R. Ashra - Director
2. Dr. Vibha G. Sharma - Whole Time Director
3. Mrs. Shruti V. Rao - Whole Time Director

Relatives of Key Management Personnel

1. Mr. Gagan Harsh Sharma – Relative of Director
2. Mr. Arjun Ashra- Relative of Director

b. Transactions during the year and balances outstanding as on March 31, 2016 with related parties were as follows :

(₹ in Lakhs)

| Name | Transaction | 2015-16 | 2014-15 | Outstanding As on March 31, 2016 | Outstanding As on March 31, 2015 |
|------------------------|--------------------------------------|----------|---------|----------------------------------|----------------------------------|
| BLISS GVS PHARMA LTD | | | | | |
| Mr. Gautam R. Ashra | Sitting Fees | 0.80 | 0.80 | - | - |
| | Rent | 37.96 | 36.00 | - | - |
| Mrs. Shruti V. Rao | Remuneration | 27.10 | 23.58 | - | - |
| | Loan Taken | 1165.00 | - | 1165.00 | - |
| | Interest Expenses | 55.29 | - | 49.76 | - |
| Mr. S. N. Kamath | Remuneration | 113.74 | 99.00 | - | - |
| | Refundable Deposit for Leave License | - | - | 30.00 | 30.00 |
| | Rent | 37.96 | 36.00 | - | - |
| Dr. Vibha G. Sharma | Remuneration | 24.20 | 21.12 | - | - |
| Mr. Gagan Harsh Sharma | Remuneration | 35.26 | 34.21 | - | - |
| Mr. Arjun G. Ashra | Remuneration | 26.40 | 20.50 | - | - |
| Kanji Forex Pvt. Ltd. | Expenses | 80.00 | 49.92 | - | 1.02 |
| Lozen Pharma Pvt. Ltd | Purchase of Goods | 45.61 | - | - | - |
| | Payables | (291.15) | - | (15.38) | (352.14) |

30. Leases:

(i) The future minimum rental income in respect of cancellable lease of Plant and Machinery are as follows:

(₹ in Lakhs)

| | 2015-16 | 2014-15 |
|---|---------|---------|
| Not later than one year | 165.81 | 176.99 |
| Later than one year and not later than five years | Nil | 147.49 |
| Later than five years | Nil | Nil |

(ii) The significant leasing arrangements are in respect of godowns, warehouses, guest house etc. taken on lease.

The arrangements range between 11 months to 5 years and are generally renewal by mutual consent or mutually agreeable terms.

Under these arrangements refundable interest-free deposits have been given.

(₹ in Lakhs)

| | 2015-16 | 2014-15 |
|---|---------|---------|
| Not later than one year | 89.64 | 85.53 |
| Later than one year and not later than five years | 169.51 | 259.15 |
| Later than five years | Nil | Nil |



Notes to the Financial Statements for the year ended March 31, 2016

31. Earnings per share:

Earnings Per Share ("EPS") is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per share are as stated below:

| | March 31, 2016 | March 31, 2015 |
|---|----------------|----------------|
| Profit after Minority Interest (₹ In Lakhs) | 8248.26 | 5990.97 |
| Weighted number of Shares | 10,31,46,672 | 10,31,46,672 |
| Basic & Diluted EPS of share of ₹ 1/-each | 8.00 | 5.81 |

32. Segment Disclosure:

The Company operates primarily in the pharmaceutical business hence has only single reportable business segment.

Secondary segment have been identified with reference to geographical location of subsidiary Companies. Composition of secondary segment is as follows

- i) India
- ii) Outside India

Secondary Segment Reporting – Geographical Segment

The Following table shows the distribution of the Company's Revenue by geographical location:

| | (₹ In Lakhs) | |
|-----------------------------------|--------------|-----------|
| Revenue | 2015-2016 | 2014-2015 |
| India | 36,355.00 | 35,642.09 |
| Outside India | 18,334.41 | 5,071.35 |
| Total | 54,689.41 | 40,713.44 |
| Carrying Amount of Segment Assets | | |
| India | 66,585.08 | 49,810.13 |
| Outside India | 10,133.10 | 16,406.69 |
| Total | 76,718.18 | 66,216.82 |
| Additions to Fixed Assets | | |
| India - Tangible | 1916.10 | 3,708.94 |
| - Intangible | 55.75 | 33.36 |
| Outside India - Tangible | 83.80 | 218.01 |
| - Intangible | 2.63 | - |
| Total | 2,058.28 | 3,960.31 |

33. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

| | (₹ In Lakhs) | |
|---|--------------|-----------|
| Particulars | 2015-2016 | 2014-2015 |
| (a) Principal Amount Due | 566.06 | 848.82 |
| (b) Interest Due on the above | 0.22 | 6.15 |
| (c) Principal amount paid during the year beyond appointed day | - | - |
| (d) Interest paid during the year beyond the appointed day | - | - |
| (e) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act | - | - |
| (f) Amount of interest accrued and remaining unpaid at the end of the year | 0.22 | 6.15 |
| (g) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act. | - | - |



Notes to the Financial Statements for the year ended March 31, 2016

This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This information has been relied upon by the Auditors.

34. CSR Expenses:

During the year the Company has incurred CSR expenses of ₹ 66.90 Lakhs which represented donations/ contributions to Charitable Trusts which are engaged in the CSR activities eligible under section 135 of the Companies Act as specified in Schedule VI.

35. Additional information as required under Schedule III to the Companies Act, 2013, of enterprises Consolidated as Subsidiaries :

(₹ In Lakhs)

| Sr. No. | Name of the entity in the | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | |
|----------------|--------------------------------------|---|------------------|-------------------------------------|----------------|
| | | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount |
| Parent | | | | | |
| | Bliss GVS Pharma Ltd. | 104.71 | 43,207.43 | 79.55 | 6561.47 |
| Subsidiaries | | | | | |
| Foreign | | | | | |
| 1 | Bliss GVS International Pte Ltd. | (2.28) | (943.03) | (1.54) | (127.19) |
| 2 | Bliss GVS Clinic Healthcare Pte Ltd. | (4.68) | (1931.60) | (1.68) | (138.38) |
| 3 | Greenlife Bliss Healthcare Ltd. | (1.62) | (667.54) | 0.38 | 31.02 |
| 4 | Bliss GVS Healthcare Ltd. | 12.59 | 5193.64 | 41.64 | 3434.59 |
| 5 | Asterisk Lifesciences Ltd. | 0.11 | 44.28 | 0.06 | 4.59 |
| 6 | Asterisk Lifesciences (GH) Ltd. | 1.70 | 701.79 | 0.22 | 17.95 |
| Indian | | | | | |
| 1 | Bliss Indasi Lifesciences Pvt. Ltd. | (1.43) | (589.75) | (0.73) | (60.21) |
| 2 | Lifeon Labs Pvt Ltd. | 0.11 | 47.08 | 0.21 | 17.11 |
| 3 | Kremoint Pharma Pvt Ltd. | 5.75 | 2375.65 | 4.75 | 391.93 |
| 4 | Eipii Exports Pvt Ltd. | 0.06 | 23.36 | 0.27 | 22.13 |
| 5 | Shree Salespack Pvt Ltd. | 0.11 | 45.19 | (0.99) | (81.80) |
| | Total Eliminations | (15.13) | (6244.26) | (22.14) | (1824.95) |
| | Total | 100.00 | 41,262.24 | 100.00 | 8248.26 |

36. Previous Year figures are regrouped/ Re-arranged/ reclassified wherever necessary.

As per our attached report of even date

For **B.K.Khare & Co.**
Chartered Accountants
Firm Registration No:- 105102W

Himanshu Chapsey
Partner
Membership No. 105731

Place : Mumbai
Date : May 24, 2016

For & on behalf of the Board of Directors of Bliss GVS Pharma Limited

Mayank S. Mehta
Chairman

Aditi Bhatt
Company Secretary

Place : Mumbai
Date : May 24, 2016

S. N. Kamath
Managing Director

Vipul B. Thakkar
Chief Financial Officer



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BLISS GVS PHARMA LIMITED

CIN : L24230MH1984PLC034771

Regd. Office :102, Hyde Park, Saki Vihar Road, Andheri (E), Mumbai - 400 072, India.

PROXY FORM

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

Name of the Company : BLISS GVS PHARMA LIMITED

Registered office : 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400072.

Tel. No. 022 42160000, Fax No. : 022 28563930, E-Mail : cs@blissgvs.com, Website: www.blissgvs.com

Name of the Member(s) : _____

Registered Address : _____

Email Id : _____

Folio No / Client ID : _____ DP ID : _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____



as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 31st Annual General Meeting of Bliss GVS Pharma Limited to be held on the 14th day of September, 2016 at 10.30 a.m. on Wednesday at Hotel The Mirador, New Link Road, Andheri (East), Mumbai - 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions | For | Against | Abstain |
|--------------------------|--|-----|---------|---------|
| Ordinary Business | | | | |
| 1) | To consider and adopt the Audited Standalone & Consolidated Financial Statements for the financial year ended 31 st March, 2016 | | | |
| 2) | To confirm the declaration of dividend | | | |
| 3) | To appoint Auditors and fix their remuneration | | | |
| Special Business | | | | |
| 4) | Reappointment of Mr. S. N. Kamath as Managing Director | | | |
| 5) | Reappointment of Dr. Vibha G. Sharma as a Whole time Director | | | |
| 6) | Reappointment of Mrs. Shruti V. Rao as a Wholetime Director | | | |
| 7) | Appointment of Mr. Santosh Parab (DIN: 01622988) as an Independent Director | | | |
| 8) | Reappointment of Mr. Gagan Harsh Sharma, a relative of directors holding office or place of profit in the Company | | | |
| 9) | Reappointment of Mr. Arjun Gautam Ashra, a relative of director holding office or place of profit in the Company | | | |
| 10) | Appointment of Mr. Vishal Vijay Rao, a relative of directors holding office or place of profit in the Company | | | |
| 11) | Leave & License of Research and Development Unit from Related Party | | | |

Signed thisday of.....2016

Signature of shareholder :

Signature of Proxy holder(s) :

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Notes:

1. 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.
2. Please complete all details including details of member(s) before submission.



BLISS GVS PHARMA LIMITED

CIN : L24230MH1984PLC034771

Regd. Office :102, Hyde Park, Saki Vihar Road, Andheri (E), Mumbai - 400 072, India.

ATTENDANCE SLIP

Annual General Meeting 2015-2016

I hereby record my presence at the 31st Annual General Meeting of the Company to be held at Hotel The Mirador, New Link Road, Andheri (East), Mumbai - 400099 on Wednesday, 14th September, 2016 at 10.30 a.m.

Name of the Member(s): _____

Folio / Client ID No.: _____

Name of the Proxy / Representative (in Block Letters)

(To be filled in if the Proxy / Representative attends instead of the Member)

Signature of the Member or Proxy / Representative:



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