

NOTICE

NOTICE is hereby given that the 37th (Thirty Seventh) Annual General Meeting of **Adinath Bio-Labs Limited** will be held on Monday, 24th day of September, 2018 at 02:30 p.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052 to transact the following business.

Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.

Special Business:-

2. To consider and if thought to pass with or without modification the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Kishan Singh (DIN: 07526266) who was appointed as Additional Director of the Company by the Board of Directors and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/ or to make modification as may be deemed to be in the best interest of the Company.”

3. To consider and if thought to pass with or without modification the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V of the Companies Act, 2013 and Regulation 36 of the SEBI, (Listing Obligations And Disclosures Requirements) Regulations, 2015, as recommended by Nomination And Remuneration Committee, subject to the approval of the members, consent of the Company be and is hereby accorded for the appointment of Shri Kishan Singh (DIN: 07526266) as Whole Time Director of the Company for a period of 5 (Five) years i.e. starting from 02/12/2017 to 01/12/2022 on the terms and condition including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting.”

NOTICE (Cont....)

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/ or to make modification as may be deemed to be in the best interest of the Company.”

4. To consider and if thought to pass with or without modification the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Listing Regulation 36 of the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, Shri Ganga Sahai (DIN: 07116838) who was appointed as Additional Director of the Company by the Board of Directors w.e.f. 02/12/2017, in terms of Section 161 of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive year for the period from. 02/12/2017 to 01/12/2022.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/ or to make modification as may be deemed to be in the best interest of the Company.”

5. To consider and if thought to pass with or without modification the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Listing Regulation 36 of the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, Shri Shri Prakash (DIN: 07526354) who was appointed as Additional Director of the Company by the Board of Directors w.e.f. 20/03/2018, in terms of Section 161 of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive year for the period from 20/03/2018 to 19/03/2023.”

NOTICE (Cont....)

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/ or to make modification as may be deemed to be in the best interest of the Company.”

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

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/ or to make modification as may be deemed to be in the best interest of the Company.”

**By Order of the Board
For Adinath Bio-Labs Limited**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526354)**

Regd. Office : 4, N. S. Road, 1st Floor,
Kolkata-700 001
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 11th day of August, 2018

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board of Directors / Governing Board Resolution together with the specimen signature(s) for authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the AGM held on 20th September, 2017.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 18/09/2018 to 24/09/2018 (both days inclusive).
6. Members who are holding the equity under multiple folios in identical order of names are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
7. Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report. In case of joint holders attending the Meeting jointly, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

NOTES (Cont....)

8. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP) with whom they are maintaining their demat accounts.. Members holding shares in physical mode are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents. These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Ind. Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Phone: (022) 42270400, 28596060, Fax: (022) 28503748, Email: info@adroitcorporate.com, Website: www.adroitcorporate.com.
10. The Equity Shares of the Company is compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query difficulty in the matter or at the Registered Office of the Company.
11. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
12. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.
13. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in Item No. 2, 3, 4, 5 and 6 is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days from 10.00 a. m. to 1.00 p.m., up to the date of the Annual General Meeting.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

NOTES (Cont....)

15. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2017-18 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
16. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
17. The Annual Report for F.Y. 2017-18 of the Company circulated to the Members of the Company, shall be made available on the Company's website at www.adinathbio.com.
18. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
19. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
20. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Services Private Limited, for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
22. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.

NOTES (Cont....)

23. Voting through electronic means:

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on Monday, 24th day of September, 2018 at 02:30 p.m. with request to follow the instructions for voting electronically as under:-

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 17, 2018, may obtain the login ID and password by sending a request at investors@adinathbio.com.

24. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.

The instructions for shareholders voting electronically are as under:

- i. The e-voting period begins on Thursday, September 20, 2018 (09.00 A.M.) and ends on Sunday, September 23, 2018 (05.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 17, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

NOTES (Cont....)

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

- 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, provide 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 <Adinath Bio-Labs> 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 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.

NOTES (Cont....)

- 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individuals Shareholders and Custodians
- Non-Individuals 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 emailed 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.

In case of Members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.

For members who wish to vote using ballot form:

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

NOTES (Cont....)

General Instructions:-

The Board of Director has appointed Mrs. Khushboo Gulgulia (Membership No. 306808) Prop: K. Gulgulia & Co., Practicing Chartered Accountants, (FRN:328690E) as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared alongwith the Scrutinizer Report shall be placed on the Company website www.adinathbio.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd, where the equity shares of the Company are listed.

**By Order of the Board
For Adinath Bio-Labs Limited**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526354)**

**Place : Kolkata
Date : 11th day of August, 2018**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 2 to 6 of the accompanying Notice:

Item No. 2 & 3 of the Notice:

The Directors are of the view that appointment of Shri Kishan Singh will be beneficial to the operation of the Company. It is therefore the Board of Directors at their meeting held on 02nd December, 2017 appointed Shri Kishan Singh as an Additional Director of Company. In the same meeting, Board has appointed him as Whole Time Director of the Company for five consecutive years for a term upto 2nd December, 2022 subject to approval of Shareholders at the ensuing annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, on the terms and conditions set out in the draft agreement to be entered into with him.

The draft agreement between the Company and Shri. Kishan Singh is available for inspection at the registered office of the Company between 10.00 a. m. to 1.00 p.m. on all working days of the Company (including the day of the Meeting). Remuneration payable will be subject to the approval by the members of the Nomination and Remuneration Committee and the Board of Director of Company from time to time.

A summary of the material terms and conditions relating to appointment of Shri. Kishan Singh as Whole-time Director are as follows:

(a) Tenure for agreement:

The appointment of Mr. Kishan Singh has been made for a period of 5 (Five) years commencing from 02/12/2017 to 02/12/2022.

(b) Nature of duties:

Mr. Kishan Singh shall perform as Whole-Time Director and exercise such power from time to time be entrusted to him subject to the superintendence and contract of the Board of Directors of the Company.

(c) Remuneration:

Salary & Perquisites per month:

-Rs. 15,000/- Salary

-Rs. 5,000/- Other benefits (Perquisites)

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the Resolution, except Shri Kishan Singh himself in the Resolution at item no. 2 & 3 of the accompanying Notice.

Accordingly, the Board recommends the resolution in relation to his appointment as Whole Time Director. The Board commends the Resolutions at item No. 2 & 3 for approval of members.

EXPLANATORY STATEMENT (Cont....)

Pursuant to Section 190 to the Companies Act, 2013 this may be treated as an abstract of the terms and conditions governing the appointment of Shri Kishan Singh as the “Whole Time Director” of the Company.

Item No. 4 of the Notice:

Shri Ganga Sahai was appointed as an Additional Director of the Company with effect from 02/12/2017 In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Ganga Sahai shall hold office up to the date of the forthcoming Annual General Meeting .The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Ganga Sahai for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Shri Ganga Sahai fulfills the conditions as specified in the Listing Regulation 36 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ganga Sahai as an Independent Director.

Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director. The Board commends the Resolutions at item No. 4 for approval of members.

Except Shri Ganga Sahai, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item no. 4.

Item No. 5 of the Notice:

Shri Shri Prakash was appointed as an Additional Director of the Company with effect from 20/03/2018 In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Shri Prakash shall hold office up to the date of the forthcoming Annual General Meeting .The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Shri Prakash for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Shri Shri Prakash fulfills the conditions as specified in the Listing Regulation 36 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Shri Prakash as an Independent Director.

EXPLANATORY STATEMENT (Cont....)

Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director. The Board commends the Resolutions at item No. 5 for approval of members.

Except Shri Shri Prakash, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item no. 5.

Item No. 6 of the Notice:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 11th August, 2018 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the resolution in relation to fixation of charges under section 20 of the Companies Act, 2013. The Board commends the Resolutions at item No. 6 for approval of members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings notified on April 23, 2015)

Name of the Director	Shri Kishan Singh	Shri Ganga Sahai	Shri Shri Prakash
Date of Birth	11/03/1987	22/10/1975	07/09/1984
DIN	07526266	07116838	07526354
Date of Appointment	02/12/2017	02/12/2017	20/03/2018
Qualifications	Graduate	Graduate	Graduate
Expertise in specific functional areas and years	He is having wide experience in the field of Accounts, Finance and Taxation etc.	He is having wide experience in the field of Accounts, Finance and Taxation etc.	He is well qualified and having wide experience in the field of Marketing.
List of other Directorship held	Mavens Biotech Ltd. (L17297WB1981PLC034226) T. Spiritual World Ltd. (L63040WB1986PLC040796) Kiev Finance Ltd. (U67120WB1982PLC035507) Global Finance Corporation Ltd. (U67120WB1982PLC035160) Jinprabhu Infrastructure Developments Ltd. (U45400WB1984PLC037526)	T. Spiritual World Ltd. (L63040WB1986PLC040796) Kiev Finance Ltd. (U67120WB1982PLC035507) Global Finance Corporation Ltd. (U67120WB1982PLC035160)	Jinprabhu Infrastructure Developments Ltd. (U45400WB1984PLC037526)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Member = Jinprabhu Infrastructure Development Limited, Global Finance Limited, T. Spiritual World Ltd. and Mavens Biotech Limited. Chairman = Kiev Finance Limited	Member = Kiev Finance Limited Chairman = Global Finance Corporation Limited and T. Spiritual World Ltd.	Chairman = Jinprabhu Infrastructure Developments Ltd.
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	Member = Jinprabhu Infrastructure Development Limited, T. Spiritual World Ltd. and Mavens Biotech Limited. Chairman = Kiev Finance Limited	Member = Kiev Finance Limited Chairman = Global Finance Corporation Limited and T. Spiritual World Ltd.	Chairman = Jinprabhu Infrastructure Developments Ltd.
Shareholding in the Company	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se;	NIL	NIL	NIL
No of Board Meeting Attended during the Financial year	3	3	0
Terms & Conditions of Appointment	As per the resolution at Item No. 2 & 3 of the Notice convening this Meeting.	As per the resolution at Item No. 4 of the Notice convening this Meeting.	As per the resolution at Item No. 5 of the Notice convening this Meeting.

ATTENDANCE SLIP
 (TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

DP Id*/Client Id*/Folio No.		No. of Shares	
NAME AND ADDRESS OF THE MEMBER(S)			

I/We hereby record my/our presence at the 37th Annual General Meeting to be held on Monday, 24th September, 2018 at 2.30 P.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata-700052.

Member's / Proxy's name In Block Letters _____ Member's / Proxy's Signature _____

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Form No. MGT-11
FORM OF PROXY
 [Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]
ADINATH BIO-LABS LIMITED
CIN: L24230WB1982PLC034492
 Regd. Office: 4, N.S. Road, 1st Floor, Kolkata - 700 001
 Email: investors@adinathbio.com Website: www.adinathbio.com

Name of the Member(s):		DP Id*/Client Id*/Folio No.	
Registered address:			
E-mail ID:			

I/We, being the member(s) of _____ shares of Adinath Bio-Labs Limited, hereby appoint:
 1) _____ of _____ having e-mail id _____ or failing him/her
 2) _____ of _____ having e-mail id _____ or failing him/her
 3) _____ of _____ having e-mail id _____ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 37th Annual General Meeting of the Company to be held on Monday, 24th September, 2018 at 2.30 P.M. at O2, VIP-Hotel, VIP Road, Kaikhali, Kolkata-700052 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this _____ day of _____ 2018

Signature of the proxy holder _____ Signature of the Shareholder _____

Affix a revenue stamp

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting sequence number)	User ID :	Password:

**I/We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
Ordinary Business		
1. Adoption of Audited Financial Statement for the year ended 31/03/2018 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
Special Business		
2. Appointment of Shri Kishan Singh (Din: 07526266), as a Director. (Ordinary Resolution)		
3. Appointment of Shri Kishan Singh (Din: 07526266) as a Whole Time Director for a period of 5 years. (Ordinary Resolution)		
4. Appointment of Shri Ganga Sahai (DIN: 07116838), as a Director for 5 years. (Ordinary Resolution)		
5. Appointment of Shri Shri Prakash (DIN: 07526354) as a Director for a period of 5 years. (Ordinary Resolution)		
6. Fixation of charges under section 20 of the Companies Act, 2013 for providing documents to any Shareholder of the Company through particular mode. (Ordinary Resolution)		

***Applicable for investor holding shares in electronic form**

Note::

- (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) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice the 37th Annual General Meeting.
- (3) **This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For' or "Against' column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.