



adinath
Bio-Labs Limited

CIN : L24230WB1982PLC034492



38TH ANNUAL REPORT 2018-19



C O R P O R A T E I N F O R M A T I O N

CIN	:	L24230WB1982PLC034492	
Board of Directors	:	Mr. Kishan Singh	Whole Time Director
		Mrs. Sharmila Ranabhat	Non-Executive Independent Director
		Mr. Ganga Sahai	Non-Executive Independent Director
		Mr. Shri Prakash	Non-Executive Independent Director
Company Secretary Cum Compliance Officer	:	Ms. Sheetal Thakar (resigned w.e.f 01/07/2019) Ms. Yamini Guleria (appointed w.e.f. 12/08/2019)	
Chief Financial Officer	:	Mr. Vivek Rana (appointed w.e.f. 15/04/2019)	
Registered Office	:	4, Netaji Subhas Road, 1st Floor, Kolkata – 700 001 Phone: 033-22315718 Email: investors@adinathbio.com Website: www.adinathbio.com	
Statutory Auditors	:	M/s. Mohindra Arora & Co. Chartered Accountants, Mumbai	
Internal Auditors	:	M/s. Bhutoria & Associates. Chartered Accountants, Kolkata	
Bankers	:	HDFC Bank Ltd. ICICI Bank Ltd.	
Secretarial Auditors	:	M/s. Veenit Pal & Associates Company Secretaries, Mumbai	
Registrar & Transfer Agent	:	M/s. Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Ind. Estate, Makwana Road, Makwana Road, Marol Naka, Andheri (E) Mumbai – 400 059 Phone: (022) 42270400, 28596060 Fax: (022) 28503748 Email: info@adroitcorporate.com Website: www.adroitcorporate.com	

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NOTICE

NOTICE is hereby given that the 38th (Thirty Eight) Annual General Meeting of **Adinath Bio-Labs Limited** will be held on Monday, 23rd day of September, 2019 at 1.30 P.M., 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, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint statutory auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. KSA & Co. (Firm Registration No.: 003822C), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s. Mohindra Arora & Co. (Firm Registration No. 00655IN), for a period of five year, to hold the office from the conclusion of this 38th Annual General Meeting (AGM) until the conclusion of 43rd AGM subject to approval of the members. The remuneration to M/s. KSA & Co., till the conclusion of 43rd AGM, is fixed at Rs. 65,000 (Rupees sixty five thousand only) per year plus reimbursement of out of pocket expenses, applicable taxes and other certifications. Further, in case of any change in remuneration, approval of the members will be obtained by the Company.”

Special Business:-

3. Re-appointment of Mrs. Sharmila Ranabhat (DIN: 06987476), as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sharmila Ranabhat (DIN: 06987476) was appointed as an Independent Director of the Company by the members in their Annual General Meeting (AGM) for a term of five years up to September 24, 2019. The board has proposed to re-appoint Mrs. Sharmila Ranabhat, as Non-executive Independent Director, for a

second term of five consecutive years commencing from 25.09.2019 to 24.09.2024, not liable to retire by rotation.”

“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: 07526266)**

**Place: Kolkata
Date: 12th day of August, 2019**

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 & 7 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. 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
4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 17/09/2019 to 23/09/2019 (both days inclusive).
5. 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.
6. 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.
7. 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.
8. 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

NOTES (Cont....)

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.

9. 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.
10. 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.
11. 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, is annexed thereto. 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, except Sunday during the business hours up to the date of the Annual General Meeting.
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. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
14. 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 2018-19 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.
15. 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.
16. The Annual Report for F.Y. 2018-19 of the Company circulated to the Members of the Company, shall be made available on the Company's website at www.adinathbio.com.

NOTES (Cont....)

17. 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.
18. 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.
19. 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.
20. 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.
21. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.

22. 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 23rd day of September, 2019, Monday, at 1:30 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 16, 2019, may obtain the login ID and password by sending a request at investors@adinathbio.com.

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 19th, 2019 (09.00 A.M.) and ends on Sunday, September 22nd, 2019 (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 16th, 2019 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.

NOTES (Cont....)

- 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:

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. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- xi. Click on the EVSN for 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. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

NOTES (Cont....)

- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.
- xviii. 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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.

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

NOTES (Cont....)

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**

**Place: Kolkata
Date: 12th day of August, 2019**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526266)**

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 and 3 of the accompanying Notice:

Item No. 2

The Members of the Company at the 33rd Annual General Meeting ('AGM') held on 25th August, 2014 approved the appointment of M/s. Mohindra Arora & Co., Chartered Accountants, as the Auditors of the Company for a period of five years to hold office till the conclusion of 38th AGM. The tenure of M/s. Mohindra Arora & Co., Chartered Accountants, as Statutory Auditors of the Company shall expire at the conclusion of 38th AGM in terms of Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the Board of Directors of the Company ('the Board'), at their Meeting held on August 12th, 2019, on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), as the Statutory Auditors of the Company for a period of five years from the conclusion of this 38th Annual General Meeting (AGM) till the conclusion of 43rd Annual General Meeting (AGM). On the recommendation of the Audit Committee, the Board of Directors approved the appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), at a remuneration of Rs. 65,000/- (Rupees Sixty-five thousands only) per year plus reimbursement of out of pocket expenses, applicable taxes and other certifications, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them. Further, in case of any change in remuneration, approval of the members will be obtained by the Company.

KSA & Co. is a firm of Chartered Accountants engaged in the public accounting in India with over 32 years of experience. The firm was established in 1987 and now has its presence in New Delhi, Mumbai, Gurgaon, Surat, Bhubaneshwar and Kolkata. KSA & Co. has well maintained offices equipped with modern infrastructure. They are distinguished providers of financial advisory services.

The firm represents a coalition of specialized skills that is geared to offer sound financial solutions and advice. The organization is a congregation of professionally qualified and experienced persons, who are committed to add value and optimize the benefits accruing to clients.

Statutory Auditor have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 3

Mrs. Sharmila Ranabhat (DIN: 06987476) was appointed as an Independent Director on the Board of the Company, In terms of Section 149 and other applicable provisions of the Companies Act, 2013, by the members in their Annual General Meeting and approved the appointment of Mrs. Sharmila Ranabhat as an Independent Director of the Company w.e.f. September 25, 2014 up to September 24, 2019.

EXPLANATORY STATEMENT (Cont....)

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five consecutive years, on passing of a special resolution by shareholders.

The Company has received declaration in Form DIR-8 from Mrs. Sharmila Ranabhat that, she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and she meets with the criteria of independence as prescribed under Section 149 (6) of the

Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Sharmila Ranabhat as an Independent Director of the Company commencing from September 25, 2019 up to September 24, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Sharmila Ranabhat rated her satisfactory on all parameters and recommended her re-appointment.

In the opinion of the Board, Mrs. Sharmila Ranabhat fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Sharmila Ranabhat, the Board of Directors at its meeting held on 12.08.2019 approved the continuance of office of Mrs. Sharmila Ranabhat as mentioned in the resolution.

The Board of Directors believes that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 3 in relation to her appointment as an Independent Director for approval of members.

Copy of the draft letter for re-appointment of Mrs. Sharmila Ranabhat, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mrs. Sharmila Ranabhat, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 3 of the accompanying notice.

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

**Place: Kolkata
Date: 12th day of August, 2019**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526266)**

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	Mrs. Sharmila Ranabhat
Date of Birth	03/02/1987
DIN	06987476
Date of Appointment / Re-appointment in the Current Designation	25/09/2019
Qualifications	B.com
Expertise in specific functional areas and years	She is having wide experience in the field of Marketing etc.
List of Other Directorship held	T. Spiritual World Ltd (L63040WB1986PLC040796)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Member in T. Spiritual World 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 in T. Spiritual World Ltd
Shareholding in the Company	NIL
Disclosure of relationships between Directors inter-se;	NIL
No of Board Meeting Attended during the Financial year	5
Terms & Conditions of Appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting.

DIRECTOR'S REPORT

Dear Members,

The Board of Directors is pleased to present the 38th Annual Report together with the Audited Financial Statement of Accounts and Auditor's Report of the Company for the year ended 31st March, 2019.

The Financial Highlights for the year under review are given below:

The financial result of the company for the financial year 2018-19 as compared with the previous year are as follow:

	(₹ In lacs)	
Particulars	31 st March, 2019	31 st March, 2018
Total Income	2.62	53.79
Less: Expenses	55.13	143.66
Profit before Depreciation & Taxation	(52.51)	(89.87)
Less: Depreciation	1.03	8.56
Profit before Taxation	(53.54)	(98.43)
Less: Taxation	(1.76)	73.23
Profit after Taxation (Excluding Exceptional Items)	(51.78)	(171.66)

Performance

The Total Income for the financial year under review is ₹ 2.62 lacs against ₹ 53.79 lacs in previous year. The Net Loss after taxation marked by the company during the year under review was ₹ 51.78 lacs as compared to profit of Rs. 171.66 lacs during the previous year excluding exceptional items.

Operation

The Company is continuously focusing on its existing line of business to improve its profitability in near future.

Dividend and Transfer To Reserves

Your Company intends to conserve available resources to invest in the growth of the business and pursue strategic growth opportunities. Accordingly, your Directors do not recommend any dividend for the year. Hence, there has been no transfer to Reserves during the Financial Year 2018-19.

Public Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet falling within the purview of provisions of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. Hence, the requirement for furnishing of details of deposits is not applicable.

Change in the nature of business

There is no change in the nature of business of the Company during the year under review.

Compliance with the Indian Accounting Standards

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Rule 7 of Companies (Accounts) Rules, 2014.

DIRECTOR'S REPORT (Cont....)

Directors and Key Managerial Personnel (KMP)

As on March 31, 2019, the Board of Directors of your Company comprised of Four (4) Directors one of whom, Mr. Kishan Singh is the Whole Time Director. The remaining three (3) directors are Non-Executive Independent directors.

The composition of the Board is in consonance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the applicable provisions of Companies Act, 2013.

Mrs. Sharmila Ranabhat (DIN: 06987476), who was appointed as an Independent Director of the Company by the members in their Annual General Meeting (AGM) for a term of five years up to September 24, 2019. The board has proposed to re-appoint Mrs. Sharmila Ranabhat, as Non-executive Independent Director in terms of Section 149 of the Companies Act, 2013, for a second term of five consecutive years commencing from 25.09.2019 to 24.09.2024, not liable to retire by rotation. The resolutions seeking approval of members on item No. 3 of notice for convening the Annual General Meeting along with the requisite disclosures/explanatory statement are included.

Board of Directors has appointed Ms. Sheetal Thakar (ACS 54309) as Company Secretary in Whole-Time Employment with effect from 26th December, 2018 in due compliance of section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Board also appointed Ms. Sheetal Thakar, Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements)

The Board of Directors at their meeting held on 15/04/2019, appointed Mr. Vivek Rana as Chief Compliance Officer (Key Managerial Personnel) in terms of Section 203 of the Companies Act, 2013 of Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Ms. Sheetal Thakar, (KMP), Company Secretary and Compliance Officer has tendered her resignation letter dated 19/06/2019, to the board from the post of Company Secretary cum Compliance officer. The Board has considered and approved her resignation in their meeting held on 1/07/2019 with immediate effect. The Board places on record its gratitude for the services rendered by her during the tenure as Company Secretary cum Compliance officer of the Company.

Ms. Yamini Guleria, Member of the Institute of Company Secretaries of India (ACS-50370), has been appointed as Company Secretary in Whole-Time Employment w.e.f. August 12, 2019 in due compliance of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, the Board has also appointed Ms. Yamini Guleria, Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Appropriate resolutions for appointment/ re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re-appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 38th AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

DIRECTOR'S REPORT (Cont....)

Policy on Directors Appointment & Remuneration

The Company's policy on Director's 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 has been disclosed in the Corporate Governance Report, which forms the part of this report. Remuneration policy for the Directors, Key Managerial Personnel and other Employees has been disclosed on the Company website i.e. www.adinathbio.com.

Remuneration policy for the Directors, Key Managerial Personnel and other Employees has been disclosed on the Company website i.e. www.adinathbio.com.

More details about above has been outlined in the Corporate Governance Report which forms a part of this report.

Disclosure under Section 197(12) of the Companies Act, 2013

The Company has not employed any employees whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Committee of the Board:

The Board of Directors has following Committee

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee
4. Risk Management Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

Statement concerning development and implementation of Risk Management Policy of the Company

The Board of Directors of the Company has framed (constituted) a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically address through mitigation action on a continuing basis.

The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report.

Directors Responsibility Statement

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable Indian Accounting Standards have been followed along with proper explanation relating to material departures, if any;

DIRECTOR'S REPORT (Cont....)

- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2019 and of the profit and loss of the company for the year ended on that date;
- iii. the directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration of Independent Directors

The Company has received necessary declaration from each of Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and the relevant Rule and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Number of Meeting of the Board

During the year under review 5 (Five) Meetings of the Board of Directors were held. The relevant details, including composition of the Board, date of meetings, attendance and composition of various Committees of the Board are given in the Corporate Governance Report which forms part of this report. The details regarding the composition of various committees are also available on the Company's website: www.adinathbio.com.

Disclosure regarding Company's policies under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has framed various policies as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013; viz Remuneration Policy for the Directors , Key Managerial Personnel and other Employee ii) Determining material subsidiary iii) Performance evolution of the Board, Committee and Directors, iv) Materiality of Related Party transactions, v) Whistle Blower/vigil Mechanism vi) Archival Policy for disclosure vii) Code of Conduct for Directors viii) Policy of Preservation of Documents ix) Policy on Criteria for Determining Materiality of Events are displayed on the website of the Company www.adinathbio.com.

Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and administration) Rules, 2014 is given in Form No. MGT-9 as Annexure-I and the same is also available on the website of the Company www.adinathbio.com.

Details of policy developed and implemented by the Company on its Corporate Social Responsibility Initiatives

Since the Company does not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

DIRECTOR'S REPORT (Cont....)

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated.

The Performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting.

The Board of Directors expressed its satisfaction with the evaluation process.

Vigil Mechanism/ Whistle Blower Policy

Your company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. These have been outlined in the Corporate Governance Report which forms part of this report.

Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made and outstanding at the year-end, details of which are given in the Financial Statements. There were no loans or guarantees made by the Company during the year under review.

Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the Going Concern status and Company's operation in future

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

Particulars of Contracts or Arrangements made with Related Parties

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence enclosure of FORM AOC-2 with the Board Report is not required. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such type of transactions.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

DIRECTOR'S REPORT (Cont....)

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are given in a separate section and forms part of the Annual Report.

Auditors & Auditors Observations

The matter related to Auditors and their Reports are as under:

1. Statutory Auditor and their Report:

As per the requirements of Section 139(2) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors in the meeting held on 12th August, 2019 and on the recommendation of the Audit Committee, the appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), as the Statutory Auditors of the Company for a period of five years from the conclusion of this 38th Annual General Meeting (AGM) till the conclusion of 43rd AGM. The Board of Directors approved the appointment of M/s. KSA & Co., at a remuneration of Rs. 65,000/- (Rupees Sixty-five thousands only) per year plus reimbursement of out of pocket expenses, applicable taxes and other certifications, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

Statutory Auditor has given their consent to act as the Auditors of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Explanations or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Statutory Auditors in their Report:

The Report given by M/s. Mohindra Arora & Co., Chartered Accountants (FRN: 006551N), the Statutory Auditors for the Financial Statements for the year ended 31st March, 2019 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The remarks, if any, made by the Auditors in their Report are properly explained in the Note no 21 of the Financial Statement.

2. Secretarial Auditors and their Report:

M/s. Vineet Pal & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2018-19 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The report of the Secretarial Auditors in Form MR-3 is enclosed as **Annexure-II** to this report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR -3 and the Company also has proper board processes and compliance mechanism.

The report contains qualifications, reservation or adverse remark for which further comments or explanations are provided below:

The Company has not appointed the Chief Financial Officer as key Managerial, pursuant to Section 203 of the Act and Rules made there under.

DIRECTOR'S REPORT (Cont....)

Explanations or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Secretarial Auditors in their Report:

The Management has appointed Mr. Vivek Rana as CFO w.e.f. 15th April, 2019.

3. Internal Auditor:

The Members of Board has appointed M/s Bhutoria & Associates, Chartered Accountants, (M.NO.: 304193) (FRN.: 329621E) Chartered Accountants, as Internal Auditors of the Company for Financial Year 2018-19 at their meeting on 13th February, 2019 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

The Suggestions made by the Internal Auditor in their Report were acknowledged.

Corporate Governance

The Company conforms to the norms of Corporate Governance as envisaged in the Listing Regulations with the Stock Exchange. Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, a detailed Compliance Note on Corporate Governance together with the Auditors Certificate on Corporate Governance is annexed to this report.

Material Changes and Commitments, if any, affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relates and the date of the report

There are no material changes and commitments affecting the financial position of the Company occurred between ends of the financial year to which this financial statement relates on the date of this report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:-

The provisions of Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts), Rules 2014 do not apply to our Company.

Conservation of Energy	:	NIL
Technology Absorption	:	NIL
Foreign exchange earnings and out go	:	NIL

Listing of Securities

The Equity Shares of your Company are listed with The Calcutta Stock Exchange (CSE) Limited. Listing fees has been paid to The Calcutta Stock Exchange Ltd. in pursuance to Regulation 14 of the Listing Regulation.

Shares

The Authorized Share capital and the paid up Equity Share Capital have remained unchanged during the year under review. The Company has neither issued shares & Securities or any other instruments nor any corporate benefits during the year under review.

1. The Company has not bought back any of its securities during the year under review.
2. The Company has not issued any Sweat Equity Shares during the year under review.
3. No Bonus Shares were issued during the year under review.
4. The Company has not provided any Stock Option Scheme to the employees.

DIRECTOR'S REPORT (Cont....)

Code of Conduct

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2018-19 forms part of the Governance Report.

Reporting of Frauds

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported to the Audit Committee and / or Board any instances of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

Internal Financial Control and their adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has developed well-defined internal control mechanisms and comprehensive internal audit program with the activities of the entire organization under its ambit. Further, based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Human Resources

Human Resources Development envisages the growth of the individual in tandem with the organization. It also aims at the up-liftment of the individual by ensuring an enabling environment to develop capabilities and to optimize performance. Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

The Company, on its part, would endeavor to tap individual talents and through various initiatives, ingrain in our human resources, a sense of job satisfaction that would, with time, percolates down the line. It is also the endeavor of the Company to create in its employees a sense of belonging, and an environment that promotes openness, creativity and innovation.

All the manpower initiatives including training, meetings and brainstorming sessions are implemented with the aim of maximizing productivity and aligning organizational needs employee's aspirations.

Additional Information to Shareholders

All important and pertinent investor information such as financial results, investor presentations, press releases are made available on the Company's website i.e. www.adinathbio.com on a regular basis.

Disclosure under The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

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.

DIRECTOR'S REPORT (Cont....)

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

No of complaints received : Nil
No of complaints disposed off : Nil

Acknowledgement

The Directors wish to place on record their appreciation for the contributions made by the employees at all levels, whose continued commitment and dedication helped the Company achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally, your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

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

**Ganga Sahai
(Director)
(DIN: 07116838)**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526266)**

Place: Kolkata

Date: 12th day of August, 2019

**Annexure to the Director's Report
Annexure-I**

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2019 Of Adinath Bio-labs Ltd. [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]</p>
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I. REGISTRATION AND OTHER DETAILS

i)	CIN	L24230WB1982PLC034492
ii)	Registration Date [DDMMYY]	29/01/1982
iii)	Name of the Company	Adinath Bio-Labs Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered Office and Contact details	4, N. S. Road, Kolkata - 700 001 Phone: 033 – 2231 5718
vi)	Whether listed Company (Yes / No)	Yes
vii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	M/s. Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Ind. Estate, Makwana Road, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Phone: (022) 42270400, 28596060 Fax: (022) 28503748 Email: info@adroitcorporate.com Website: www.adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Trading in Commodities and it's allied products	N.A.	0.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.NO.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary / Associate	% Of Shares Held	Applicable Section
NONE					

ANNEXURE TO THE DIRECTORS' REPORT (Cont....)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held As on 01/04/2018				No. of Shares held As on 31/03/2019				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
1. Indian									
a) Individual/ HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	56838005	-	56838005	25.75%	56838005	-	56838005	25.75%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any Other	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) Director	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Director Relatives	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1) :-	56838005		56838005	25.75%	56838005		56838005	25.75%	0.00%
2. Foreign									
a) NRIs- Individual	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other - Individual	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any Other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2) :-				0.00%				0.00%	0.00%
Total shareholding of Promoter (A)(1)+(A)(2)	56838005		56838005	25.75%	56838005		56838005	25.75%	0.00%
B. Public Shareholding									
1. Institution									
a) Mutual Fund	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	200000	-	200000	0.09%	200000	-	200000	0.09%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Other (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (B) (1) :-	200000		200000	0.09%	200000		200000	0.09%	0.09%
2. Non-Institution									
a) Bodies Corp.									
i) Indian	37985857	29800000	67785857	30.71%	37576887	29800000	67376887	30.52%	(0.19%)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	35881456	21054	35902510	16.26%	36261476	21554	36283030	16.44%	0.18%
ii) Individual shareholders holding nominal share capital in excess of 2 lakh	50439977	6400000	56839977	25.75%	50454976	6400000	56854976	25.76%	0.01%

ANNEXURE TO THE DIRECTORS' REPORT (Cont....)

Category-wise Share Holding (Cont....)

Category of Shareholders	No. of Shares held As on 01/04/2018				No. of Shares held As on 31/03/2019				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Other (specify)									
Trusts	4832	-	4832	0.00%	4832	-	4832	0.00%	-
HUFs	-	-	-	-	-	-	-	-	-
NRIs (Non- Repat)	2462803	-	2462803	1.12%	2476550	-	2476550	1.12%	-
NRIs (Repat)	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Corporate Body - Broker	2796	-	2796	0.00%	2500	-	2500	0.00%	-
Investor Education and Protection Fund Authority	705780	-	705780	0.32%	705780	-	705780	0.32%	-
Sub Total (B) (2) :-	127483501	36221054	163704555	74.16	127483001	36221554	163704555	74.16	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	127683501	36221054	163904555	74.25	127683001	36221554	163904555	74.25	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	0.00%	-
Grand Total (A+B+C)	184521506	36221054	220742560	100%	184521006	36221554	220742560	100%	-

Note: Negative percentage are represented in brackets.

(ii) Shareholding of Promoter:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%change in shareholding during the year
		No. of Shares	% of total shares of the Company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	%of Shares Pledged/ encumbered to total shares	
1	Pramukhsoft Technologies Pvt Ltd	14843200	6.72%	0.00%	14843200	6.72%	0.00%	0.00%
2	Rajasthan Horticulture Pvt Ltd	10800000	4.89%	0.00%	10800000	4.89%	0.00%	0.00%
3	Nigania Promoters Pvt Ltd	9600000	4.35%	0.00%	9600000	4.35%	0.00%	0.00%
4	Jayant Securities Pvt Ltd	8002805	3.63%	0.00%	8002805	3.63%	0.00%	0.00%
5	Sunil Exports Pvt Ltd	7000000	3.17%	0.00%	7000000	3.17%	0.00%	0.00%
6	Sil Leasing & Industrial Finance Pvt Ltd	6592000	2.99%	0.00%	6592000	2.99%	0.00%	0.00%
Total		56838005	25.75%	0.00%	56838005	25.75%	0.00%	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

There is no change in promoter's shareholding during F.Y.2018-19.

(iv) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

ANNEXURE TO THE DIRECTORS' REPORT (Cont....)

Sl. No.	Name	For each of the Top 10 Shareholders	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	Umesh Kumar Thaker	At the beginning of the year	11987683	5.43%	11987683	5.43%
		Changes during the year	No changes during the year			
		At the end of the year	11987683	5.43%	11987683	5.43%
2	Bhanwari Devi Bhansali	At the beginning of the year	7000000	3.17%	7000000	3.17%
		Changes during the year	No changes during the year			
		At the end of the year	7000000	3.17%	7000000	3.17%
3	Jai Hind Marmo Pvt Ltd	At the beginning of the year	6861753	3.11%	6861753	3.11%
		Changes during the year	No changes during the year			
		At the end of the year	6861753	3.11%	6861753	3.11%
4	Exxon Financial Services Ltd	At the beginning of the year	6800000	3.08%	6800000	3.08%
		Changes during the year	No changes during the year			
		At the end of the year	6800000	3.08%	6800000	3.08%
5	Himachal Futuristic Communications Ltd	At the beginning of the year	6408000	2.90%	6408000	2.90%
		Changes during the year	No changes during the year			
		At the end of the year	6408000	2.90%	6408000	2.90%
6	Baldev Singh	At the beginning of the year	6000000	2.72%	6000000	2.72%
		Changes during the year	No changes during the year			
		At the end of the year	6000000	2.72%	6000000	2.72%
7	Arifbhai Ismailbhai Memon	At the beginning of the year	5605735	2.54%	5605735	2.54%
		Changes during the year	No changes during the year			
		At the end of the year	5605735	2.54%	5605735	2.54%
8	Krepton Traders Pvt Ltd	At the beginning of the year	5012486	2.27%	5012486	2.27%
		Changes during the year	No changes during the year			
		At the end of the year	5012486	2.27%	5012486	2.27%
9	Arav Trading Company Pvt Ltd	At the beginning of the year	5000000	2.27%	5000000	2.27%
		Changes during the year	No changes during the year			
		At the end of the year	5000000	2.27%	5000000	2.27%
10	Zipsy Tie-up Services Pvt Ltd	At the beginning of the year	5000000	2.27%	5000000	2.27%
		Changes during the year	No changes during the year			
		At the end of the year	5000000	2.27%	5000000	2.27%

(v) Shareholding of Directors and Key Managerial Personnel:

None of the Directors or KMP's are holding equity shares of the Company.

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Company was not having any secured loans/unsecured loans and deposits during the financial year 2018-19.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Director or Manager

(Amt. in ₹)

Sl.No.	Particulars of Remuneration	Kishan Singh
	Gross salary	
1	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	60,000
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission- as % of profit/Others, specify	Nil
5	Others, please specify	Nil
	Total	2,40,000

ANNEXURE TO THE DIRECTORS' REPORT (Cont....)

B. REMUNERATION TO OTHER DIRECTORS:

(Amt. in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors				Total (Amt. in Rs.)
		Kishan Singh	Sharmila Ranabhat	Ganga Sahai	Shri Prakash	
1.	Independent Directors					
	Fee for attending Board Committee Meetings	-	9000	9000	9000	27000
	Commission	-	-	-	-	-
	Others, Please Specify	-	-	-	-	-
	Total (1)	-	9000	9000	9000	27000
2.	Other Non- Executive Directors	-	-	-	-	-
	Fee for attending Board Committee Meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, Please Specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	9000	9000	9000	27000
Total Managerial Remuneration		27000				
Overall Ceiling as per the Act		(Sitting Fees paid is within the limits specified under the Companies Act, 2013)				

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

(Amt. in ₹)

Sl. No.	Particulars of Remuneration	Ms. Sheetal Thakar (Appointed w.e.f. 26/12/2018)
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	47,904/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	NIL
	- as % of profit	NIL
	-others, specify...	NIL
5	Others, please specify	NIL
Total		47,904/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

**Annexure to the Director's Report
Annexure-II
Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March, 2019
(Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014)**

To,
The Members,
Adinath Bio-Labs Limited
CIN: L24230WB1982PLC034492
4, Netaji Subhas Road, 1st Floor,
Kolkata – 700 001

I have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Adinath Bio-Labs Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(The Company has not availed any Foreign Direct Investment and External Commercial Borrowings during the Period under review).**
- (v) The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

SECRETARIAL AUDIT REPORT (Cont....)

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period as the Company has not made any issue prescribed under Rule 3 of the said Regulations);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 **(Not applicable to the Company during the Audit Period as the Company does not have any Employees Stock Option Scheme and Employee Stock Purchases Scheme under review);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation 2008 **(Not applicable to the Company during the Audit Period as the Company has not issued any debt securities under review);**
 - f) 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 **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period as the Company has not delisted / propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period as the Company has not bought back /nor proposed to buy-back any of its securities during the financial year under review);** and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws applicable to the Company namely:
The Directors of the Company informed and certified that there are no other applicable laws that are specifically applicable to the Company based on nature of business. However, they have represented that the Company has complied with the provision of other laws as applicable to following viz. Income Tax Act, 1961, The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 etc.

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

- i. Secretarial Standards issued by 'The Institute of Company Secretaries of India' effective from 01st July, 2015 under the provision Companies Act, 2013;
- ii. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL AUDIT REPORT (Cont....)

I further report that:

1. The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors, if any that took place during the period under review were carried out in compliance with the provisions of the Act.
2. *During the Audit Period, the Company has not appointed the Chief Financial Officer as key Managerial, pursuant to Section 203 of the Act and Rules made there under. The Management has appointed Mr. Vivek Rana as CFO w.e.f. 15th April, 2019.*
3. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
4. All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that, during the audit period, the Company has no other specific events/actions having a major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except mentioned above.

This report is to be read with my letter of event date which is annexed as Appendix-1 and forms and integral part of this Report.

**For Veenit Pal & Associates
Company Secretaries**

**Veenit Pal
(Proprietor)
ACS : 25565
CP : 13149**

**Place : Mumbai
Date : July 26, 2019**

Appendix-1
(Forming Part of Secretarial Audit Report)

To,
The Members,
Adinath Bio-Labs Limited
CIN: L24230WB1982PLC034492
4, Netaji Subhas Road, 1st Floor,
Kolkata – 700 001

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

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

For Veenit Pal & Associates
Company Secretaries

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : July 26, 2019

CORPORATE GOVERNANCE

Company's Philosophy on Code Of Governance

Corporate Governance represents the value frame work, rules, practices by which accompany conducts its business activities, corporate governance essentially involves balancing the interests of many stakeholders in a company which include its shareholders, management, customers, government, lenders, creditors, and employees. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act"). These codes are available on the Company's website. Your Company is complying of various Regulation of Listing Agreement and Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 aligned with Companies Act, 2013, details of which are given below;

Board of Directors & Key Managerial Personnel (KMP)

The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Companies Act, 2013 read with Rules made there under.

As on March 31, 2019, the Board of Directors of the Company consists of Four (4) Directors one of whom is the Whole Time Director. The remaining three (3) directors are Non-Executive and Independent directors which includes one Women Director.

During the year Board of Directors has appointed Ms. Sheetal Thakar (ACS 54309) as Company Secretary in Whole-Time Employment with effect from 26th December, 2018 in due compliance of section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Board also appointed Ms. Sheetal Thakar, Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements)

Mrs. Sharmila Ranabhat (DIN: 06987476), was appointed as an Independent Director of the Company by the members in their Annual General Meeting (AGM) for a term of five years up to September 24, 2019. The board has proposed to re-appoint Mrs. Sharmila Ranabhat, as Non-executive Independent Director, for a second term of five consecutive years commencing from 25.09.2019 to 24.09.2024, not liable to retire by rotation, and in terms Listing Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013. The resolutions seeking approval of members on item No. 3 of notice for convening the Annual General Meeting along with the requisite disclosures/explanatory statement are included.

The Board of Directors at their meeting held on 15/04/2019, appointed Mr. Vivek Rana as Chief Compliance Officer (Key Managerial Personnel) in terms of Section 203 of the Companies Act, 2013 of Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Ms. Sheetal Thakar, (KMP), Company Secretary and Compliance Officer has tendered her resignation letter dated 19/06/2019, to the board from the post of Company Secretary cum Compliance officer. The Board has considered and approved her resignation in their meeting held on 1/07/2019 with

CORPORATE GOVERNANCE (Cont....)

immediate effect. The Board places on record its gratitude for the services rendered by her during the tenure as Company Secretary cum Compliance officer of the Company.

Ms. Yamini Guleria, Member of the Institute of Company Secretaries of India (ACS-50370), has been appointed as Company Secretary in Whole-Time Employment w.e.f. August 12, 2019 in due compliance of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, the Board has also appointed Ms. Yamini Guleria, Company Secretary, as Compliance Officer in terms of Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Appropriate resolutions for appointment/ re-appointment are being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of directors appointed/re-appointed and other related information has been detailed in the Notice read along with the explanatory statement convening the 38th AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters and in general operations of the Company's businesses and to efficiently carry on its core businesses.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

Board of Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meetings

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings.

The Board reviews the performance of the Company. The Directors have disclosed to the Company about the committee positions they occupy in other companies and have notified changes as and

CORPORATE GOVERNANCE (Cont....)

when they take place. The important decisions taken at the Board/ Board Committee Meetings are communicated to the concerned department.

Details of Board Meetings

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business. During the Financial Year 2018-19, 5 (Five) Board Meetings were held on 30th May, 2018, 11th August, 2018, 13th November, 2018, 26th December, 2018, 13th February, 2019. Time gap between any two meetings was not more than 120 days.

The attendance of the Directors at the Board Meetings, Annual General Meeting, as also number of Directorship in Indian Public Limited Companies and Membership of the Committees of the Boards of such Companies are as follows:

Name of Director	Attendance at last AGM	No. of Board Meeting Attended	Category of Director	Other Director Ships*	Directorship in other listed entities along with Category	Other Board's Committees**		No of Shares held as on 31/03/2019
						Chairman	Member	
Mr. Kishan Singh (DIN: 07526266)	Yes	5	WTD	5	Mavens Biotech Limited (NEID) T. Spiritual World Limited (NEID)	2	7	NIL
Mr. Ganga Sahai (DIN: 07116838)	NA	2	NED	3	T. Spiritual World Limited (NEID)	4	2	NIL
Mrs. Sharmila Ranabhat (DIN: 06987476)	Yes	5	NED	1	T. Spiritual World Limited (NEID)	NIL	2	NIL
Mr. Shri Prakash (DIN: 07526354)	Yes	5	NED	1	-	2	NIL	NIL

Abbreviations used above:

Whole Time Director – WTD; Non-Executive Director – NED and Non-Executive Independent Director – NEID

*Other directorships do not include alternate directorships, directorships of Private Limited Companies, Section 8 companies and of companies incorporated outside India.

**For the purpose of reckoning the limit on committee positions, chairmanship I membership of the Audit Committee and the Stakeholders Relationship Committee are considered.

Chairmanships/Memberships of Board Committees include only Audit and Shareholders / Investors Grievance Committees of public limited companies.

None of the Directors is related to any other Director of the Company within the meaning of Section 2(77) of the Companies Act, 2013 and rules thereof.

The particulars of Directors, who are proposed to be appointed / reappointed at the ensuing Annual General Meeting, are given in the Notice convening the Annual General Meeting.

None of the Directors held directorship in more than 8 listed companies. Further, none of the Independent Director (ID) of the Company served as an ID in more than 7 listed companies.

None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited Companies.

CORPORATE GOVERNANCE (Cont....)

All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all Companies in which they are Directors.

All Independent directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent directors. In the opinion of the Board, the Independent directors are independent of the management.

The Chairman of the Company is a Non-Executive Director (NED) and not related to the Whole Time Director.

The Board has established procedure to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non – compliances.

Information provided to the Board :-

The Board has unrestricted access to all Company-related information. The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate:

- Quarterly, half-yearly and annual financial results of the Company.
- Minutes of meetings of committees of the Board.
- The information on recruitment and removal and remuneration of senior officers just below the Board level, including Chief Financial Officer and Company Secretary.
- Significant regulatory matters concerning Indian or foreign regulatory authorities.
- Significant sale of investments, assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Fatal or serious accidents or dangerous occurrences, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for services provided/goods sold by the Company, if any.
- Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend or delays in share transfer, if any.

Meeting of Independent Director

As stipulated by the Code of Independent Directors under Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 26/03/2019 to review the performance of Non-Independent Directors, Chairman and the Board as whole.

The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

Audit Committee

The Board has constituted a well-qualified Audit Committee.

CORPORATE GOVERNANCE (Cont....)

The Audit Committee comprises of three Non-Executive Independent Directors. The Committee has appointed Mr. Shri Prakash as the Chairman. All the members of the Audit Committee are literate and possess necessary expertise in finance, accounting, etc.

The Statutory Auditors were invited and attended the meetings of the Audit Committee.

The Company Secretary acts as the secretary of the Committee.

The Audit Committee has met four times during the financial year 2018-19 and not more than 120 days has elapsed between two such Meetings.

The Meetings held during the financial year 2018-19 on the following dates 30th May, 2018, 11th August, 2018, 13th November, 2018, 13th February, 2019.

Chairman of the Audit Committee was present at the 37th Annual General Meeting of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee covers the matters specified under Regulation 18 of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Act.

A. The Audit Committee has the following powers, roles and terms of reference:

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommendation for Appointment, Remuneration and Terms of Appointment of Auditors of the Company;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors 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
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries, if any involving estimates based on the exercise of judgment by management;
 - significant adjustments, if any made in the financial statements arising out of audit findings;
 - compliance with accounting Standards, listing and other legal requirements relating to financial statements;
 - disclosure of related party transactions, if any ;
- Reviewing with the Management, the Quarterly Financial Statements before submission to the Board for approval;

CORPORATE GOVERNANCE (Cont....)

- Reviewing and monitoring the Auditors independence and performance, and effectiveness of audit process;
- Scrutiny of Inter-corporate loans and investments, if any;
- Evaluation of Company's Internal Financial Control and Risk Management Systems;
- Reviewing with the Management about performance of statutory and Internal auditors, adequacy of the internal control systems;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- 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;
- 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;
- Reviewing the functioning of the Whistle Blower Mechanism;
- Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulation of the SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

B. The Audit Committee shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations;
- To review Statement of Related party transactions, if any, as submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to Internal Control Weaknesses;
- The Appointment, Removal and terms of Remuneration of the Internal Auditor.
- Quarterly Statement of deviations to be submitted to stock exchange(s) in terms of Regulation 32(1).

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Names of Directors	Executive/ Non-Executive/ Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non-Executive Independent	4	4
Mr. Ganga Sahai	Non-Executive Independent	4	4
Mr. Shri Prakash	Non-Executive Independent Chairman	4	4

The Quorum for the Committee is any two Directors present.

CORPORATE GOVERNANCE (Cont....)

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Committee consists of three Directors namely Mr. Ganga Sahai, Mr. Shri Prakash and Mrs. Sharmila Ranabhat.

The Company Secretary acts as the Secretary to the Committee.

There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors. During the Financial Year 2018-19, Nomination and Remuneration Committee Meetings was held on 26th December, 2018.

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Names of Directors	Executive/ Non-Executive/ Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non-Executive Independent	1	1
Mr. Ganga Sahai	Non-Executive Independent	1	1
Mr. Shri Prakash	Non-Executive Independent Chairman	1	1

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director.

The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity and Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which have been disclosed on the Company website i.e. www.adinathbio.com

At present, no remuneration is paid to Non-Executive/ Independents Directors of the Company.

The remuneration paid to Whole time Director is decided by the Board of Directors within the limits laid down under the provisions of the Companies Act, 2013 and with the approval of the members, in general meeting in which they were appointed.

The detailed Appointment Policy adopted by the Company is being posted on website of the Company www.adinathbio.com

There is no pecuniary relationship or transaction of the Company with its Non- Executive Directors/ Independent Directors.

The detailed Appointment Policy adopted by the Company is being posted on website of the Company www.adinathbio.com.

CORPORATE GOVERNANCE (Cont....)

Remuneration of Whole Time Director

The detail of remuneration of Whole-Time Director is as under:

Names of Director	Salary cum Allowances	Stock Options	Other Benefits	Service Contract Tenure
Mr. Kishan Singh	₹2,40,000/-	Nil	Nil	5 Years

Remuneration of Key Managerial Personnel's

The details of remuneration of Key Managerial Personnel's are as under:

Name of KMPs	Designation	Salary Cum Allowances	Stock Options & Other Benefits
Miss Sheetal Thakar (Resigned from 1 st July, 2019)	Company Secretary	47,904/-	Nil

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Listing Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of three members of the committee, who are Non-Executive and Independent Directors, namely Mr. Ganga Sahai, Mr. Shri Prakash and Mrs. Sharmila Ranabhat.

Mr. Shri Prakash elected as Chairman of the Stakeholders Relationship Committee.

The Company Secretary acts as the Secretary to the Committee.

The Stakeholder Committee has the following roles:

- Reviewing statutory compliances relating to all security holders.
- Resolution of the grievances of all security holders.
- Oversight and review of all matters related to the transfer of securities of the Company.
- Ensure setting of proper controls and oversight of performance of the Registrar and Share Transfer Agent (RTA).
- Approval of issue of duplicate share certificates of the Company.
- Approval of transmission of securities.
- Review of movements in shareholding and ownership structure of the Company.
- Recommend measures for overall improvement of the quality of investor services.
- Review of measures taken for effective exercise of voting rights by shareholders.

The Committee deals with stakeholder relations and resolves the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, issue of duplicate certificates/ new certificates on split/consolidation/ renewal etc., non-receipt of annual report and such other issues as may be raised by the investors from time to time.

The details of transfer/ transmission of shares are placed before the meeting of the Board of Directors on a regular basis.

CORPORATE GOVERNANCE (Cont....)

The Committee supervises the mechanism for redressal of investor grievances and ensures cordial relations. The Company has also displayed the said email ID on its website for the use of investors.

The total numbers of complaints received and redressed during the year ended 31st March, 2019 were Nil. There were no complaint of Investors pending or unattended as on 31st March, 2019.

During the Financial Year 2018-19, 6(Six) Stakeholders Relationship Committee Meetings was held on 30th April, 2018, 30th July 2018, 20th October 2018, 03rd November 2018, 05th December, 2018, 15th March, 2019

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Names of Directors	Executive/ Non-Executive/ Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non-Executive Independent	6	6
Mr. Ganga Sahai	Non-Executive Independent	6	6
Mr. Shri Prakash	Non-Executive Independent Chairman	6	6

Risk Management Committee

The Risk Management Committee of the Board has been constituted in the manner prescribed in Listing Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee is responsible to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

During the year, one meeting of the committee was held on 26th March 2019.

Mr. Ganga Sahai and Mrs. Sharmila Ranabhat are members of the Committee.

Mr. Shri Prakash elected as Chairman of the Committee

The details of composition of the Committee and attendance during the year 2018-19 are as under:

Names of Directors	Executive/ Non-Executive/ Independent	No. of Meetings held during the period	
		Held	Attended
Mrs. Sharmila Ranabhat	Non-Executive Independent	1	1
Mr. Ganga Sahai	Non-Executive Independent	1	1
Mr. Shri Prakash	Non-Executive Independent Chairman	1	1

Declaration by Independent Directors

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 Disclosure Requirements) Regulations, 2015.

The Board of Directors expressed its satisfaction with the evaluation process.

CORPORATE GOVERNANCE (Cont....)

Board Diversity Policy

In compliances with the provision of the Listing Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

The objective of the Policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, experience, such that it best serves the governance and strategic needs of the Company leading to competitive advantage. The Board composition at present meets with the above objective.

General Body Meeting

The last three Annual General Meeting was held as per details given below:

Year	Address	Date	Day	Time	Special Resolution
17-18	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata- 700 052	24/09/2018	Monday	02.30 P.M.	Not Applicable
16-17	O2, VIP Hotel, VIP Road, Kaikhali, Kolkata- 700 052	20/09/2017	Wednesday	11:30 A.M.	Not Applicable
15-16	Celesta Hotel, RAA-43/2, Raghunathpur, VIP Road, Kolkata- 700 059	26/09/2016	Monday	03:00 P.M.	Not Applicable

During the year under review, no Special Resolution has been passed through exercise of Postal Ballot.

In the Annual General Meeting held on 24th September, 2018 all the resolutions were adopted through Poll/ Postal Ballot or by Electronic Voting. The members have the options to vote either by physical ballot or e- voting.

Prevention of Insider Trading

To comply with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a code of internal procedures for prevention of any unauthorized trading in the shares of the Company by the insiders.

Code of Conduct

In compliance with Listing Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the code of conduct and ethics. The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and senior management personnel have affirmed compliance with the code of conduct.

Evaluation of Board Performance

During the year, the Board has adopted a formal mechanism for evaluating the performance of its Directors as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out by the Independent Directors of the Company through a structured evaluation process covering several aspects of functioning of the Board i.e. attendance, contribution at the meetings and otherwise, independent judgments, safeguarding interest of the minority stakeholders, composition of Board/ Committees, performance of specific duties and obligation by members of the Board etc.

The Board of Directors expressed its satisfaction with the evaluation process.

CORPORATE GOVERNANCE (Cont....)

Familiarisation Program

Whenever any person joins the Board of the Company as an Independent Director, an induction program is arranged for the new appointee, wherein the appointee is familiarised with the Company, his/her roles, rights and responsibilities in the Company, the Code of Conduct of the Company to be adhered, nature of the industry in which the Company operates, and business model of the Company etc. The details of such familiarisation program have been disclosed on the Company website i.e. www.adinathbio.com

Disclosure

The Company has complied with all requirements of the Listing Regulation entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

There are no significant transaction with the related parties namely, promoters / Directors or the management, their Associates or relatives etc. that may have a conflicting with the interest of the Company.

The Company has not raised any proceeds from public issue, rights issue, and preferential issue and also not issued any GDRs /ADRs /Warrants/ Equity share or any Convertible instruments or any other instruments during the year under review.

The guidelines/ Indian Accounting Standards (IND AS) lay down by the Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the company in all material respects.

The Company does not have any subsidiary.

The Board of Directors has adopted the Vigil Mechanism / Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company.

The Company has complied with all mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The non -mandatory requirements, to the extent followed by the company have been stated in this report.

Secretarial Audit

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited and the Central Depository Services Limited and the total issued and Listed Equity Share Capital. The Secretarial Audit Report confirms that the total Issued / Paid up Capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

Means of Communication

Timely disclosure of the information on corporate financial performance and the corporate developments is a sign of good governance practice which Company follows.

CORPORATE GOVERNANCE (Cont....)

a. Publication of quarterly results

The quarterly/half yearly and Audited Financial Results of the Company are published in leading English/Bengali (Regional) newspapers.

b. Website and Newspaper

In compliance with the provisions of the Listing Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company are available on the Company's website www.adinathbio.com.

c. Stock Exchange

The Company makes timely disclosures of necessary information to CSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

d. Reminders to Investors

Reminders to shareholders for claiming returned undelivered share certificates, unclaimed dividend and transfer of shares thereto, email registration, are regularly communicated and dispatched.

The information is also made available to the investors on the Company website: www.adinathbio.com.

Whole Time Director and CFO Certification

The Whole Time Director has given appropriate certification to the Board as required Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Share Transfer System

The Shares of the Company, being in the compulsory Demat list, are transferable through the Depository System. Shares in physical & dematerialized form are processed through M/s. Adroit Corporate Services Private Limited, Mumbai. Shares lodged for transfer at the Registrar's address are normally processed and approved by the Share transfer cum Stake Holders Grievances Committee on fortnight basis. All requests for dematerialization of Shares are processed and the confirmation is given to the Depositories within 15 days. Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

Effective 1st April, 2019 SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for affecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for affecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

CORPORATE GOVERNANCE (Cont....)

Compliance of Share Transfer formalities

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities.

4 (Four) number of shares transferred/transmitted in physical form during F.Y. 2018 – 2019.

Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

Income Tax Pan Mandatory for Transfer of Securities

As per Regulation 40(7) read with Schedule VII of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the list identity for registration of transfer of securities.

Dematerialization of Shares

As on 31st March, 2019, 83.59 % i.e. 184521006 Equity Shares of Company share capital are dematerialized and balance of 16.41% % i.e. 36221554 Equity Shares is held in physical form. In order to facilitate the investors to have an easy access to demat system, the Company has joined with both depositories viz. National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) through the Company Registrar & Share Transfer Agent, M/s. Adroit Corporate Services Private Limited, Mumbai.

A. De-mat initiative

Why De-mat: -

- | | |
|---|--|
| ➤ Easy portfolio monitoring | ➤ Immediate transfer/trading of securities |
| ➤ No physical shares can be transferred from 1st April 2019 | ➤ Periodic status reports and information available on internet |
| ➤ Elimination of all risks associated with physical certificates | ➤ Saves the shareholder from going through cumbersome legal processes to reclaim the lost/ pilfered certificates |
| ➤ Elimination of bad deliveries & Faster settlement cycle | ➤ Postal delays and loss of shares in transit is prevented |
| ➤ Immediate transfer/trading of securities | ➤ Ease related to change of address |
| ➤ No stamp duty is paid on transfer of shares | ➤ Ensures faster communication to investors |
| ➤ Faster disbursement of non-cash corporate benefits like Rights, Bonus, etc. | ➤ Provides more acceptability and liquidity of securities |

In view of the above, all the investors who are holding shares in physical form, should consider opening a demat account at the earliest and submit request for dematerialisation of their shares in order to protect the liquidity of the shares.

CORPORATE GOVERNANCE (Cont....)

B. Depository Services

Members may write to the respective Depository or to RTA (M/s. Adroit Corporate Services Pvt. Ltd) for guidance on depository services. Address for correspondence with the Depositories is as follows:

➤ National Securities Depository Limited

Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Tel. No. : 022 2499 4200, Fax No. : 022 2497 6351, e-mail: info@nsdl.co.in , website: www.nsdl.co.in

➤ Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor, N. M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel. No.: 022 2272 3333, Fax No.: 022 2272 3199, e-mail: investor@cDSLindia.com website: www.cdslindia.com

General Shareholders Information

a) Compliance Officer:

Ms. Sheetal Thakar (**resigned w.e.f. 01/07/2019**)

Ms. Yamini Guleria (**appointed w.e.f. 14/08/2019**)

4, Netaji Subhas Road, 1st Floor,
Kolkata – 700 001
Tel: 033-22315718

b) Date, Time & Venue of the Annual General Meeting of Shareholders:

23rd day of September, 2019 at 1:30 p.m. at O2, VIP Hotel, VIP Road, Kaikhali, Kolkata-700052

c) Particulars of Financial Calendar:

First Quarter Results	:	within 45 days from the end of first quarter
Second Quarter Results	:	within 45 days from the end of second quarter
Third Quarter Results	:	within 45 days from the end of third quarter
Financial Year Results	:	within 60 days from the end of financial year

d) Dates of Book Closure : 17/09/2019 to 23/09/2019

e) Dividend Payment : NIL

f) Listing on Stock Exchanges:

The Calcutta Stock Exchange Limited, Kolkata. Annual Listing Fee has been paid for financial year 2018-2019 to CSE

g) Stock Exchange Codes : 10012130 (CSE)

h) Demat ISIN in NSDL and CDSL : INE129D01039

i) Corporate Identity Number (CIN) : L24230WB1982PLC034492

CORPORATE GOVERNANCE (Cont....)

- j) **Registrar and Share transfer Agent:** M/s. Adroit Corporate Services Pvt. Ltd.
(For Physical & Demat Segment) 19/20 Jaferbhoy Ind. Estate, Makwana Road,
Makwana Road, Marol Naka, Andheri (E),
Mumbai – 400 059
Phone: (022) 42270400, 28596060
Fax: (022) 28503748
Email: info@adroitcorporate.com
Website: www.adroitcorporate.com

- k) **Market price data of shares traded, High / Low of Market Price of Company share:**
In absence of trade at The Calcutta Stock Exchange, data pertaining to Market price range between high and low during each month in the financial year 2018-19 has not been provided.

- l) During the year the Company had no debt instrument or any fixed deposit or any scheme or proposal of the listed company involving mobilization of funds, whether in India or abroad. Accordingly, obtaining Credit Rating during the F.Y. 2018-19 is not applicable to the Company.

m) Distribution of Shareholdings

Categories of shareholders as on 31/03/2019

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	6	56838005	25.75%
Other Bodies Corporate	89	67379387	31.12%
Individual	5811	96525168	42.19%
Total	5906	220742560	100.00%

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	1902	32.21	431753	0.2
501 - 1000	1054	17.93	995751	0.45
1001 - 2000	710	12.08	1246215	0.56
2001 - 3000	371	6.28	1018071	0.46
3001 - 4000	175	3.01	652001	0.3
4001 - 5000	409	6.9	2011089	0.91
5001 - 10000	511	8.62	4284077	1.94
10001 - 20000	300	5.17	4623862	2.09
20001 - 50000	258	4.38	8450179	3.83
50001 & Above	216	3.7	197029562	89.26
Total	5906	100%	220742560	100%

Note: Distribution / Categories of Shareholdings as given above are on folio no(s) wise, whereas Share Holding Pattern, pursuant to Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide circular No. CIR/CFD/CMD/13/2016 dated 30th November, 2015, filed with Stock Exchanges were consolidated on the basis of the PAN, to avoid multiple disclosures of shareholding of the same person.

- n) Company has not issued any Global Depository Receipts or American Depository Receipts or warrant or any convertible instruments or conversion date and likely impact on equity during the F.Y. 2018-19.
- o) No commodity price risk or foreign risk and hedging activities during the F.Y. 2018-2019.
- p) Performance in comparison to broad-based indices:
There has been no trade at CSE.

CORPORATE GOVERNANCE (Cont....)

q) Other Disclosure: -

- There were no materially significant related part transactions during the year which have potential conflict with the interest of the Company at large.
- There was no non-compliance, penalties, strictures imposed on the Company by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority, on any matter related to Capital Markets, during the last three years.
- The Company has adopted Whistleblower Policy & Vigil Mechanism for directors, employees and stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The said policy has been posted on the Company's website at www.adinathbio.com. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
- The policy for determining material subsidiaries has been uploaded on the Company's website at www.adinathbio.com.
- The policy on dealing with related party transactions has been uploaded on the Company's website at www.adinathbio.com.
- The Company did not raise any funds through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) during the year under review.
- A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- All the recommendations (if any) of the various committees were accepted by the Board.
- During the year, details of fees paid/payable to the Statutory Auditors has been disclosed by Company in Note No. 19 of Financial Statements under the other expenses head and notes to accounts respectively for the year ended 31st March ,2019. The Company does not have any Subsidiaries.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has disclosed in this Board Report.
- The Company has complied with all the requirements of Corporate Governance Report as stated under sub para (2) to (10) of section (C) of Schedule V to the Listing Regulations.
- The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

CORPORATE GOVERNANCE (Cont....)

- The Company has obtained compliance certificate from the Practicing Chartered Accountants on corporate governance, which is attached herewith in this Annual Report.
- As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM.

Declaration of Code of Conduct

This is to confirm that the Company has adopted a code of conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the Senior Management Personnel of the Company have complied with the code of conduct in respect of the financial year ended 31.03.2019.

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

**Ganga Sahai
(Director)
(DIN: 07116838)**

**Kishan Singh
(Whole-Time Director)
(DIN: 07526266)**

Place: Kolkata

Date: 12th day of August, 2019

Whole Time Director/ CFO Certification

**To,
The Board of Directors,
Adinath Bio-Labs Limited**

We, the undersigned, in my capacity as Whole Time Director and Chief Financial Officer of Adinath Bio - Labs Limited, to the best of our knowledge and belief certify that;

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief, we state that:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - II. these statement together present a true and fair view of the Company's Affairs and are in compliance with the existing accounting standard, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2019, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
4. We have indicated, to the Auditors and the Audit Committee:
 - I. that there have been no significant changes in internal control over financial reporting during the year;
 - II. that there have been no significant changes in accounting policies during the year; and
 - III. that there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or employees having a significant role in the Company's internal control systems over financial reporting.

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

**Kishan Singh
(Whole-Time Director)
(DIN: 07526266)**

**Vivek Rana
(Chief Financial Officer)**

Place: Kolkata

Date: 29th day of May, 2019

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Adinath Bio-Labs Limited

We have examined the compliance of conditions of Corporate Governance by Adinath Bio-Labs Limited ("the Company") for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Managements' Responsibility: -

The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility: -

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE (Cont....)

Opinion: -

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019, to the extent possible and as applicable to it.

We 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.

Restrictions on use: -

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Mohindra Arora & Co.
(Chartered Accountants)
(FRN: 006551N)**

**Ashok Katial
Partner
Membership No: 09096**

**Place : Kolkata
Date : August 12, 2019
UDIN : 19009096AAAAAK3308**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Listing Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 aligned with Companies Act, 2013, the Management Discussion & Analysis Report for the year under review is given below;

ECONOMIC SCENARIO:

The 2018-19 financial year reported a 6.8 per cent economic growth, lower than the five-year average of 7.5 per cent, according to the Economic Survey. This dip is majorly due to low agricultural growth — in fact, a contraction in the fourth quarter. In the last quarter of 2018-19, the agriculture and allied sector shrunk by 0.3 per cent. According to the Ministry of Agriculture & Farmers Welfare, food grain production in 2018-19 was 283.4 million tons compared to 285 mt in 2017-18. Within the agriculture sector, the food grain as a component has reported less contribution to GVA. Nominal growth rate of gross value added (GVA) in agriculture to 4 per cent in 2018-19 from 7 per cent in 2017-18. Share of agriculture sector in total GVA has been consistently falling and now stands at 16.1 per cent in 2018-19. The dip in gross domestic product happened due to low private consumption in the last two quarters of the fiscal year.

In the fiscal year (FY)2018-19, India's total merchandise exports registered a 9.06 percent growth to hit a new high of US\$330 billion, surpassing the earlier peak of US\$314 billion clocked in 2013-14 FY. India's total imports grew at a much higher rate at 10.41 percent, amounting to US\$514 billion.

According to Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflows in India in 2018-19 stood at US\$ 44.37 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Data for 2018-19 indicates that the services sector attracted the highest FDI equity inflow of US\$ 9.16 billion, followed by computer software and hardware – US\$ 6.42 billion, trading – US\$ 4.46 billion and telecommunications – US\$ 2.67 billion. Most recently, the total FDI equity inflows for the month of March 2019 touched US\$ 3.60 billion.

MARKET ENVIRONMENT:

The Commodities and its allied market depends upon the productivity of Agri sector which use of inputs like fertiliser, access to irrigation, technology, crop intensity and choice of crops (crop pattern). These key aspects can increase productivity and improving resource use efficiency. Adinath Bio-labs Limited is engaged in the business of trading in commodities and its allied products and dealing other concern activities with an excellent track record of growth in the Indian domestic market. The Company adherence to strong business ethics and transparent corporate policies, with a stable political environment, this is probably the most conducive period for a steady pace of implementation of policy reforms.

REVIEW OF OPERATION:

The Company operates mainly in Indian Market. The management of Adinath Bio-Labs Limited presents the analysis of performance of the Company for the Financial Year 2018-2019 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments. The Company has incurred capital losses during the year due to reduction in fair valuation of the financials instruments and financial assets. During the year under review, the Company earned total revenue of ₹ 2.62 lacs.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Cont....)

Outlook for 2019-20, Your Company is planning to develop business through diversification mixed with sustain efforts in the present business line. The Board is hopeful for achieving good income & profitability in years to come.

BUSINESS SEGMENT:

The Company is into the business of trading in commodities and its allied products and also dealing other concern activities.

OPPORTUNITIES AND THREATS:

Opportunities

- a) Favorable Government regulations
- b) Favorable macro-economies and micro-economies conditions
- c) Niche for growth

Threats

- a) Competition in the Indian market from large traders
- b) Geographically located in East India and presently not covering pan India
- c) Imports from China and other cost effective labour countries
- d) Increase cost of operations
- e) Increase in cost of logistics

RISK AND CONCERNS:

Uncertainties in business offer opportunities and downside risks. Consequently, the Company recognizes the importance of well-structured system to identify and manage the different elements of risk.

Pressure on margins, high manpower and infrastructure cost, availability of substitutes, higher overheads, are some factors which could impact adversely especially as we strive to tap into the competitive markets.

BASIS OF PREPARATION AND PRESENTATION OF OUR FINANCIAL STATEMENTS:

The Financial Statements have been prepared and presented under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and comply with the applicable accounting standards referred to in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control procedure commensurate with its size and nature of the business. The nature control system is supplemented by extensive internal audit s regular review by the management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statement and other data. Moreover, the Company continuously upgrades these systems in line with best accounting practices. The Company has independent audit system to monitor the entire operation and the audit committee of the Board reviews the findings and recommendation of the internal auditors

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Cont....)

HUMAN RESOURCES:

Human Resources Development envisages the growth of the individual in tandem with the organization. It also aims at the Up-liftment of the individual by ensuring an enabling environment to develop capabilities and to optimize performance.

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

The Company, on its part, would endeavor to tap individual talents and through various initiatives, ingrain in our human resources, a sense of job satisfaction that would, with time, percolates down the line. It is also the endeavor of the Company to create in its employees a sense of belonging, and an environment that promotes openness, creativity and innovation.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

Our professionals and employees are our most important assets. We believe that the quality and level of service that they deliver is a huge contributing factor in growth and development of the Company. Further, for better management certain alterations were made in the top management and other hierarchies in the Company.

Details of Significant Changes:

Sl. No.	Particular	F.Y. 18-19	F.Y. 17-18	Reason
1	Debtor Turnover Ratio (Months)	-	158.93	Due to NIL revenue from Operations
2	Inventory Turnover Ratio	-	-	Not Applicable
3	Interest Coverage Ratio	-	-	Not Applicable
4	Current Ratio	1.27	1.33	Not Applicable
5	Debt Equity Ratio	-	-	Not Applicable
6	Operating Profit Margin Ratio	0%	-2101%	Due to NIL revenue from Operations in current year and losses incurred in previous year due to writeoff of the inventory in the previous year. Calculation excludes exceptional items, taxes and finance cost
7	Net Profit Margin Ratio	0%	-183%	Due to NIL revenue from operation and simultaneously decreased total revenue. Calculation excludes exceptional items
8	Return on Network	-55.03	-99.61	Due to decrease in expenses and revenue in the corresponding previous year.

DISCLOSURE OF ACCOUNTING TREATMENT:

In preparation of its financial statement no accounting treatment different from that prescribed in the accounting standard has been followed.

DISCUSSION OF FINANCIAL PERFORMANCE:

Directors of your Company are very hopeful to build up the performance of the company and post better results in the forthcoming financial year and to add value to the shareholders. The Company is hopeful of improving its turnover and bottom line and hopeful of posting better revenue ahead. Financial Highlights with respect to Operational Performance is as under:

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Cont....)

(₹ in Lacs except EPS)

Particulars	2018-19	2017-18	2016-17
Profit/ -Loss Before Tax	-252.34	-629.99	56.00
Profit/ -Loss After Tax	-250.58	-703.22	2.07
Earning Per Share (EPS)	-0.11	-0.32	0.00

CAUTIONARY STATEMENT:

Statements made in the 'Management Discussion and Analysis Report' describing the Companies' objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement important factors that influence the Company's operations, include global and domestic supply and demand conditions. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of their dates.

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Adinath Bio-Labs Limited

Report on the Financial Statements: -

We have audited the accompanying financial statements of Adinath Bio-Labs Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its losses (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion: -

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

Key Audit Matters: -

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matters	How the matter was addressed in our audit
Regulatory – Litigations/ Contingencies and claims <ul style="list-style-type: none"> The Company is exposed to a variety of different Central and State/Local laws, regulations and interpretations thereof. In this regulatory environment, there is an inherent risk of litigations and claims. 	Our procedures included: <ul style="list-style-type: none"> Review the outstanding litigations against the Company for consistency with the previous years. Enquire and obtain explanations for movement during the year.

INDEPENDENT AUDITORS' REPORT (Cont....)

Key Audit Matters	How the matter was addressed in our audit
<ul style="list-style-type: none"> • Consequently, provisions and contingent liability disclosures may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government/department proceedings, as well as investigations by authorities and commercial claims. • As at 31 March 2019, the Company's contingent liabilities were Rs. 784.54 lacs (refer note no. 21 to the standalone Ind AS financial statements). • Management applies significant judgement in estimating the likelihood of the future outcome in each case when considering whether, and how much, to provide or in determining the required disclosure for the potential exposure of each matter. This is due to the highly complex nature and magnitude of the legal matters involved along with the fact that resolution of tax and legal proceedings may span over multiple years, and may involve protracted negotiation or litigation. • These estimates could change substantially over time as new facts emerge and each legal case progresses. • Given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures, this is a key audit matter. 	<ul style="list-style-type: none"> • Reading the latest correspondence between the Company and the various tax/legal authorities and review of correspondence with / legal opinions obtained by the management, from external legal advisors, where applicable, for significant matters. • Discussing the status of significant litigation with the Company's Legal Counsel and other senior management personnel and assessing their responses. • With respect to tax matters, involving our tax specialists, and discussing with the Company's officers and Legal Counsel, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. • Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. • For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the Company's disclosures.

Other Information: -

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

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

INDEPENDENT AUDITORS' REPORT (Cont....)

Management's Responsibility for the Financial Statements: -

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

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

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

Auditor's Responsibility: -

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

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

INDEPENDENT AUDITORS' REPORT (Cont....)

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements: -

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The standalone financial statements dealt with by this Report are in agreement with the relevant books of account;

INDEPENDENT AUDITORS' REPORT (Cont....)

- d. In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

**For Mohindra Arora & Co.
(Chartered Accountants)
(FRN: 006551N)**

**Ashok Katial
Partner
Membership No: 09096**

**Place : Kolkata
Date : May 29, 2019**

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date)

- i. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
 - c. According to the information and explanations given to us, there are no immovable properties owned by the Company under Fixed Assets. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- ii. The Company does not have any inventory as on 31st March, 2019. Accordingly, clauses (ii) of paragraph 3 of the Order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clauses (iii) (a) to (c) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the company has not provided any loans, guarantees or securities which fall under the purview of Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act, in respect of investments made and outstanding at the year-end.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, in terms of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub - section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - a. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales-tax, goods & service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company with the appropriate authorities.

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT (Cont....)

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues, were in arrears as at 31st March, 2019, for a period of more than six months from the date they became payable except Income Tax dues amounting to Rs. 84,47,315/-.

- b. According to the records of the Company, there are no dues of sales tax or goods and service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute other than the Income Tax. According to the Information and explanations given to us, the dues in respect of Income Tax that has not been deposited with appropriate authorities on account of dispute and the forum where the disputes are pending are given below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount in ₹ (Incl. Interest)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y.:2009-10	11241440	CIT (Appeal)
		A.Y.:2010-11	17776100	
		A.Y.:2011-12	28831060	
		A.Y.:2013-14	10017800	
		A.Y.:2014-15	10587480	

- viii. The Company has not raised/ obtained any loans or borrowings from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us and based on audit procedures performed and representations obtained from the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year under audit.
- xi. According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requirements of the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the Rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT (Cont....)

- xiv. During the year under review, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
- xvi. 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 Mohindra Arora & Co.
(Chartered Accountants)
(FRN: 006551N)**

**Ashok Katial
Partner
Membership No: 09096**

**Place : Kolkata
Date : May 29, 2019**

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date)

Independent Auditors’ 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 Adinath Bio-Labs Limited (“the Company”), as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls: -

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility: -

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT (Cont....)**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, to the best of our information and according to the explanations given to us, 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 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mohindra Arora & Co.
(Chartered Accountants)
(FRN: 006551N)**

**Ashok Katial
Partner
Membership No: 09096**

**Place : Kolkata
Date : May 29, 2019**

BALANCE SHEET AS AT 31ST MARCH 2019			
Particulars	Note No.	As at 31st March 2019 ₹	As at 31st March 2018 ₹
ASSETS			
Non-current assets			
Property, plant and equipment	2	2,24,342	26,04,105
Financial assets			
Investments	3	2,87,500	3,25,003
Other financial assets	4	5,81,75,694	8,02,32,694
Total Non-Current Assets		5,86,87,536	8,31,61,802
Current assets			
Financial assets			
Trade receivable	5	40,14,221	62,04,269
Cash and cash equivalents	6	2,38,807	93,325
Loans & Advances	7	25,30,000	25,20,000
Other financial assets	8	41,20,343	34,79,360
Other current assets		-	-
Total Current Assets		1,09,03,371	1,22,96,954
Total Assets		6,95,90,907	9,54,58,756
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	9	22,07,42,560	22,07,42,560
Other Equity	10	(15,97,40,363)	(13,46,82,347)
Total equity		6,10,02,197	8,60,60,213
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings		-	-
Deferred tax liabilities (net)	11	-	1,76,016
Total Non- Current Liabilities		-	1,76,016
Current liabilities			
Financial liabilities			
Borrowings		-	-
Other current liabilities	12	1,41,395	7,75,212
Current tax liabilities	13	84,47,315	84,47,315
Total Current Liabilities		85,88,710	92,22,527
Total Equity and Liabilities		6,95,90,907	9,54,58,756
Significant Accounting Policies 1			
The accompanying notes are an integral part of the financial statements.			
As per our report of even date.			
For M/s. Mohindra Arora & Co. Firm Registration Number - 006551N Chartered Accountants		For and on behalf of the Board of Directors	
Ashok Katial Partner Membership No. 09096		Kishan Singh (Whole Time Director) DIN: 07526266	Shri Prakash (Director) DIN: 07526354
Place: Kolkata Date: 29th day of May, 2019		Sheetal Thakar (Company Secretary)	Vivek Rana (Chief Financial Officer)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019			
Particulars	Note No.	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
		₹	₹
Income:			
Revenue from Operations (Gross)	14	-	4,68,461
Other Income	15	2,61,744	49,10,573
Total Revenue		2,61,744	53,79,034
Expenses:			
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16	-	70,38,265
Employee Benefit Expenses	17	3,14,643	10,63,835
Depreciation and Amortisation Expenses	18	1,02,996	8,56,166
Finance Cost		-	-
Other Expenses	19	51,98,137	62,64,067
Total Expenses		56,15,776	1,52,22,333
Profit before Exceptional Items and Tax		(53,54,032)	(98,43,299)
Exceptional Items	20	1,98,80,000	5,31,56,065
Profit before Tax		(2,52,34,032)	(6,29,99,364)
Tax Expense:			
-Current Tax		-	-
-Deferred Tax	11	(1,76,016)	20,693
-Tax in respect of Earlier years		-	73,01,817
Total Tax Expenses		(1,76,016)	73,22,510
Profit for the year after Tax		(2,50,58,016)	(7,03,21,874)
Other Comprehensive Income		-	-
Total Comprehensive Income after Tax		(2,50,58,016)	(7,03,21,874)
Earnings per Equity Share (Face Value of ₹ 1 per share [P.Y. ₹ 1 Per Share])	21		
-Basic & Diluted (annualised)		(0.11)	(0.32)
Significant Accounting Policies 1 The accompanying notes are an integral part of the financial statements. As per our report of even date.			
For M/s. Mohindra Arora & Co. Firm Registration Number - 006551N Chartered Accountants		For and on behalf of the Board of Directors	
Ashok Katial Partner Membership No. 09096		Kishan Singh (Whole Time Director) DIN: 07526266	Shri Prakash (Director) DIN: 07526354
Place: Kolkata Date: 29th day of May, 2019		Sheetal Thakar (Company Secretary)	Vivek Rana (Chief Financial Officer)

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019		
Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
	₹	₹
(A) Cash Flow From Operating Activities		
Net Profit before Tax & Exceptional items	(53,54,032)	(98,43,299)
Adjustments for :-		
Profit on Sale of Investments	-	(39,97,000)
Profit on Sale of Fixed Assets	-	(5,895)
Provision for diminution in value of investments	37,503	50,62,496
Provision for doubtful debts	21,90,048	
Fixed Assets Written off	22,76,767	-
Other Income	(2,52,000)	(2,53,469)
Depreciation and Amortisation on tangible assets	1,02,996	8,56,166
Operating Profit Before Working Capital Changes	(9,98,718)	(81,81,001)
Adjustments for :-		
Working/ Operating Capital Changes		
(Increase)/ Decrease in Long Term Other Receivables	-	70,38,265
(Increase)/ Decrease in Other Receivables	15,36,017	(45,17,360)
Increase/ (Decrease) in Other Current Liabilities	(6,33,817)	3,82,977
Cash Generated From Operations	(96,518)	(52,77,119)
Payment of Taxes	-	1,18,580
Net Cash Flow (Used in)/ Generated From Operating Activities (A)	(96,518)	(53,95,699)
(B) Cash Flow From Investing Activities		
Sales/ (Purchase) of Non Current Investments (Net)	-	39,97,000
Sales/ (Purchase) of Property, Plants and Equipments (Net)	-	9,64,741
Receipt/ (Repayment) of loan and advances	(10,000)	10,000
Interest (Net)	2,52,000	2,53,469
Net Cash Flow (Used in)/ Generated From Investing Activities (B)	2,42,000	52,25,210
(C) Cash Flow From Financing Activities		
Net Cash Flow (Used in)/ Generated From Financing Activities (C)		
Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	1,45,482	(1,70,489)
Cash & Cash Equivalents as at the beginning of the year	93,325	2,63,814
Cash & Cash Equivalents as at the end of the year	2,38,807	93,325

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For M/s. Mohindra Arora & Co.
Firm Registration Number - 006551N
Chartered Accountants

For and on behalf of the Board of Directors

Ashok Katial
Partner
Membership No. 09096

Kishan Singh
(Whole Time Director)
DIN: 07526266

Shri Prakash
(Director)
DIN: 07526354

Place: Kolkata
Date: 29th day of May, 2019

Sheetal Thakar
(Company Secretary)

Vivek Rana
(Chief Financial Officer)

STATEMENT OF CHANGES IN EQUITY					
A) Equity Share Capital					
					(Amount in ₹)
Particulars					Amount
As at 31st March 2018					22,07,42,560
Changes during the year					
As at 31st March 2019					22,07,42,560
B) Other Equity					
					(Amount in ₹)
Particulars	Capital Reserves	Securities Premium	General Reserve	Retained Earning	Total retained earnings
As at 31st March 2018	1,54,64,327	1,44,43,080	29,58,579	(16,75,48,333)	(13,46,82,347)
Profit for the year	-	-	-	(2,50,58,016)	(2,50,58,016)
As at 31st March 2019	1,54,64,327	1,44,43,080	29,58,579	(19,26,06,349)	(15,97,40,363)
As per our report of even date.					
For M/s. Mohindra Arora & Co. Firm Registration Number - 006551N Chartered Accountants			For and on behalf of the Board of Directors		
Ashok Katial Partner Membership No. 09096		Kishan Singh (Whole Time Director) DIN: 07526266		Shri Prakash (Director) DIN: 07526354	
Place: Kolkata Date: 29th day of May, 2019		Sheetal Thakar (Company Secretary)		Vivek Rana (Chief Financial Officer)	

Company Overview:

Adinath Bio-Labs Limited is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Calcutta Stock Exchange. The Company is primarily engaged in business of Trading in Commodities and its allied products. The registered office of the company is located at 4, N. S. Road, 1st Floor, Kolkata - 700 001, West Bengal.

Notes to Financial Statements as at and for the year ended 31st March, 2019

1. Significant Accounting Policies and Key Estimates and Judgements

1.1 Basis of Preparation of financial statements

These financial statements for the year ended 31st March, 2019 are the financial statements, the Company has prepared in accordance with Indian Accounting Standards ("Ind AS") consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA.

The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for certain financial assets measured at fair value as described in accounting policies regarding financial instruments.

Estimates

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

1.2 Summary of Significant Accounting Policies

a. Current versus Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's Operating Cycle (twelve months) and other criteria set out in the Schedule II to the Act.

b. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of Goods

Revenue from the sale of goods is recognised on transfer of significant risks and rewards of ownership to customers based on the contract with the customers for delivery. Revenue from the sale of goods is net of returns and allowances, trade discounts and volume rebates. The Company collects Goods & Service Tax on behalf of the government and therefore, it is not an economic benefit flowing to the Company and hence excluded from revenue (if any).

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)**Dividends**

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

c. Taxes

Tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current tax & deferred tax.

Current Tax

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

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

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

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

d. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Expenditure directly attributable to expansion projects are capitalised. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

Depreciation on property, plant and equipment is provided under Written Down Value method at the rates determined based on useful lives of the respective assets and residual values which is in line with those indicated in Schedule II of The Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:

<u>Asset Group</u>	<u>Useful life (in years)</u>
Factory Building	30
Non-factory Building	60
Plant & Equipment	8-15
Electrical Installation	10
Furniture & Fixtures	10
Office Equipment and Vehicle	5-8
Computers	3

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

e. Investment Property

Property that is held for Long Term rental yields or for capital appreciation or both and is not occupied by Company is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit or loss in the period of de-recognition.

Estimated useful life of Investment Property for calculation of Depreciation is taken as stated in para (d) above.

f. Intangible Assets

Intangible assets comprise of implementation cost for software and other application software acquired / developed for in-house use. These assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any.

g. Borrowing Costs

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

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

h. Inventories

Inventories are valued at the lower of cost and net realisable value.

Finished Goods/ Stock-In Trade are valued at lower of cost or net realizable value. Cost comprises all costs of purchases and other cost incurred in bringing the inventory to its present location and condition. Cost is determined on First in First Out (FIFO) basis.

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

i. Impairment of Non-Financial Assets

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

j. Retirement and other Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.

Since numbers of employee employed by the Company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965, Employees' State Insurance Act, 1948, Payment of Gratuity Act, 1972 and all other allied Labour Acts or laws or any other rules and regulations relating to Employees are not applicable to the Company.

The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the Company at the year end. As such, they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, no such payment of any retirement benefits have been made during the year.

k. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

l. Cash Dividend to Equity Holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

m. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)**Financial Assets****(i) Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the settlement date, i.e., the date that the asset is delivered to or by the Company which generally coincides with the trade date.

(ii) Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a. Equity instruments at fair value through profit or loss (FVTPL)
- b. Debt instruments, if any, at amortised cost
- c. Equity Instruments in subsidiaries

a. Equity Instruments at Fair Value through Profit or Loss (FVTPL)

All equity investments in scope of Ind AS 109 are measured at fair value except equity investments in subsidiaries which are measured at cost as per Ind AS 27. For equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company

c. Equity Instruments in subsidiaries

Equity investments in Subsidiaries are carried at Cost, in accordance with option available in Ind AS 27 "Separate Financial Statements".

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)**(iii) De-Recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

(iv) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

Financial Liabilities**(i) Initial Recognition and Measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) De-Recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

n. Fair Value Measurement

The Company measures financial instruments, such as, quoted investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

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

For assets and liabilities that are recognised in the financial statements at fair value on recurring basis the Company determines whenever transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period and discloses the same.

o. Earning Per Share

Earning per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p. Segment Reporting

The Company's operating business segments are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

q. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

r. Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items. In nearly all cases, an event or transaction was considered to be part of the normal operating activities of a business, and so was reported as such. An exceptional item used to be separately stated in the statement of profit & loss.

s. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

t. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(i) Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the losses and tax credits can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

b. Expected Credit Loss Model

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Financial Assets. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. As a practical expedient, the Company uses historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates to determine impairment loss allowance on portfolio of its trade receivables.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)
Note 2
Fixed Assets - Property, Plant and Equipments

(Amount in ₹)

PARTICULARS	Gross Block				Depreciation and Amortization				Net Block	
	Balance as on 01.04.2018	Additions	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 01.04.2018	For the year	Disposals/ Transfer	Balance as on 31.03.2019	Balance as on 31.03.2019	Balance as on 31.03.2018
Plant and Equipments	1,55,10,710	-	1,55,10,710	-	1,32,33,943	-	1,32,33,943	-	-	22,76,767
Computer - End Uses Devices	78,245	-	-	78,245	72,332	2,158	-	74,490	3,755	5,913
Furniture & Fixtures	27,85,515	-	-	27,85,515	24,82,732	92,436	-	25,75,168	2,10,347	3,02,783
Office Equipments	26,650	-	-	26,650	8,008	8,402	-	16,410	10,240	18,642
Total	1,84,01,120	-	1,55,10,710	28,90,410	1,57,97,015	1,02,996	1,32,33,943	26,66,068	2,24,342	26,04,105
Previous Year	3,80,84,394	26,650	1,97,09,924	1,84,01,120	3,36,65,277	8,56,166	1,87,24,428	1,57,97,015	26,04,105	

Note : 3
Non Current Investments

Particulars	As at 31st March 2019		As at 31st March 2018	
	Units	Amount (₹)	Units	Amount (₹)
Non-Current, Non-Trade Investments at fair value through profit or loss (FVTPL)				
Quoted Equity Instruments				
Sidh Management Corporate Services Ltd. of Rs. 10/- each	12,500	2,87,500	12,500	3,25,003
Jinprabhu Infrastructure Developments Ltd of Rs. 10/- each (*)	1,00,520	-	1,00,520	-
Unquoted Equity Instruments				
Care & Cure International Ltd. of Rs. 10/- each	-	-	-	-
Firstmark Trade Advisors Ltd of Rs. 10/- each	4,00,000	-	4,00,000	-
Total		2,87,500		3,25,003

Aggregate cost of quoted investments	11,30,200	11,30,200
Aggregate market value of quoted investments	2,87,500	3,25,003
Aggregate cost of unquoted investments	22,00,000	22,00,000
Aggregate market value of unquoted investments	-	-
Aggregate amount of impairment in value of investments	30,42,700	30,05,197

(*) Company is under liquidation.

Note : 4
Other Non-Current Financial Asset

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, considered doubtful		
Other Receivables	1,98,80,000	3,45,00,000
Less: Bad and doubtful receivables written off	1,98,80,000	3,45,00,000
	-	-
Unsecured, considered good		
Other Receivables	5,81,75,694	8,02,32,694
Total	5,81,75,694	8,02,32,694

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

Note : 5

Trade Receivables

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered doubtful</u>		
Trade Receivables	21,90,048	-
Less: Provision for doubtful debts	21,90,048	-
	-	-
<u>Unsecured, considered good</u>		
Trade Receivables	40,14,221	62,04,269
Total	40,14,221	62,04,269

Note : 6

Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Cash and Cash Equivalents (as certified by management)		
Balances with Banks		
In Current Accounts	2	39,441
-Unclaimed/Unpaid Dividend A/c		-
Cash on Hand	2,38,805	53,884
Total	2,38,807	93,325

Note : 7

Short Term Loans & Advances

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered good</u>		
Short Term Loans & Advances	25,30,000	25,20,000
Total	25,30,000	25,20,000

Note : 8

Other Current Financial Assets

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
<u>Unsecured, considered good</u>		
Advance Recoverable in cash or kind	9,22,380	24,45,000
Interest Free Security Deposit	-	72,000
Other Receivables	31,97,963	9,62,360
Total	41,20,343	34,79,360

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)
Note: 9
Shareholder's Fund
Share Capital

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised 22,51,00,000 (Previous Year - 22,51,00,000) Equity Shares of Rs.1/- each	22,51,00,000	22,51,00,000
Issued, Subscribed and Fully Paid up 22,07,42,560 (Previous Year - 22,07,42,560) Equity Shares of Rs.1/- each fully paid up	22,07,42,560	22,07,42,560
	22,07,42,560	22,07,42,560

Particulars	As at 31st March 2019	As at 31st March 2018
(i) Reconciliation of Equity Shares outstanding at		
Equity Shares outstanding at the Beginning of the year		
- Number of Shares	22,07,42,560	22,07,42,560
- Amount	22,07,42,560	22,07,42,560
Equity Shares outstanding at the End of the year		
- Number of Shares	22,07,42,560	22,07,42,560
- Amount	22,07,42,560	22,07,42,560

(ii) Terms / rights attached to Equity shares

The Company has only one class of equity shares having a par value of Rs.1/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The Company has not declared any dividends for the year ended 31st March, 2019. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the share holders.

iii) The Company does not have any Holding/ Ultimate Holding Company. As such, no shares are held by them or their Subsidiaries/Associates.

iv) Name of the Shareholders holding more than 5% shares in the Company

Particulars	As at 31st March 2019		As at 31st March 2018	
	% Held	No of Shares	% Held	No of Shares
Promoter				
Pramukhsoft Technologies (P) Ltd	6.72%	1,48,43,200	6.72%	1,48,43,200
Non Promoter				
Umesh Kumar Thaker	5.43%	1,19,87,683	5.43%	1,19,87,683

v) There are NIL (P.Y. NIL) shares reserved for issue under option and contracts / commitment for the sale of shares/ disinvestment.

vi) During the period of five years immediately preceding the reporting date:

- No shares were issued for consideration other than cash
- No bonus shares were issued
- No shares were bought back

vii) There are NIL (P.Y. NIL) securities convertible into Equity/ Preference Shares.

viii) There are NIL (P.Y. NIL) calls unpaid including calls unpaid by Directors and Officers as on the balance sheet date.

Note : 10
Shareholder's Fund
Other Equity

(Amount in ₹)

Particulars	Capital Reserves	Securities Premium Account	General Reserve	Retained Earning	Total retained earnings
As at 31st March 2018	1,54,64,327	1,44,43,080	29,58,579	(16,75,48,333)	(13,46,82,347)
Profit for the year	-	-	-	(2,50,58,016)	(2,50,58,016)
As at 31st March 2019	1,54,64,327	1,44,43,080	29,58,579	(19,26,06,349)	(15,97,40,363)

Nature and Purpose of Reserves
Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

Note: 11

Deferred Tax Liability

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Deferred Tax Liability	-	1,76,016
Total	-	1,76,016

Note: During the current year, Company has incurred losses, due to which current year tax expenses does not arise as per Income Tax Act, 1961 nor under Minimum Alternative Tax (MAT) . Consequently, effective tax rate is not calculated.

Note: 12

Other Current Liabilities

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Other current Liabilities	1,41,395	7,75,212
Total	1,41,395	7,75,212

Note: 13

Current Tax Liabilities

(Amount in ₹)

Particulars	As at 31st March 2019	As at 31st March 2018
Tax Liabilities	84,47,315	84,47,315
Total	84,47,315	84,47,315

Note: 14

Revenue from Operations

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Income from Trading in Commodities and its allied products	-	4,68,461
Total	-	4,68,461

Note: 15

Other Income

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Consultancy Fees	-	6,54,209
Profit on Sale of Investments	-	39,97,000
Profit on Sale of Fixed Assets	-	5,895
Excess Provision written back	9,744	-
Other Income	2,52,000	2,53,469
Total	2,61,744	49,10,573

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)
Note: 16
Change in Inventories of Finished Goods, Work-in Progress and Stock-in Trade

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Inventories at the end of the year		
Finished Goods/ Stock-in Trade	-	-
Inventories at the beginning of the year		
Finished Goods/ Stock-in Trade	-	70,38,265
	-	70,38,265
Total	-	(70,38,265)

Note: 17
Employee Benefit Expenses

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Salaries and Wages	3,11,904	9,87,197
Staff Welfare Expenses	2,739	76,638
Total	3,14,643	10,63,835

Note: 18
Depreciation and Amortisation

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Depreciation and Amortisation on tangible assets	1,02,996	8,56,166
Total	1,02,996	8,56,166

Note: 19
Other Expenses

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Advertisement Expenses	28,336	32,986
Audit Remuneration (Refer note 21)	88,500	88,500
Conveyance & Travelling	-	35,429
Filing Fees	15,000	43,200
Provision for diminution in value of investments	37,503	50,62,496
Provision for doubtful debts	21,90,048	-
Fixed Assets Written off	22,76,767	-
General Expenses	28,642	2,02,571
Listing Fees	35,400	68,251
Office Maintenance Expenses	-	46,225
Postage & Courier	29,933	75,782
Printing & Stationary	41,304	26,147
Professional Fees	1,57,806	91,554
R&T and Demat Charges	1,62,796	2,29,929
Rent	84,654	2,22,344
Repair & Maintenance	1,330	6,982
Telephone & Connectivity Expenses	20,118	31,671
Total	51,98,137	62,64,067

Note: 20
Exceptional Items

(Amount in ₹)

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Capital Work in Progress Written off	-	1,86,56,065
Bad and doubtful Advances written off (Refer note 21)	1,98,80,000	3,45,00,000
Total	1,98,80,000	5,31,56,065

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

21. Other Notes to Financial Statements

23.1 During the financial year 2018-19, there were no transactions with any suppliers/parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.

23.2 Related Party Disclosure

a) Name of related parties and their relationship:

Particulars	Name
Key Managerial Personnel (KMP)	Mr. Kishan Singh (Whole Time Director)
	Ms. Sheetal Thakar (Company Secretary)
	Mrs. Sharmila Ranabhat (Independent Director)
	Mr. Ganga Sahai (Independent Director)
	Mr. Shri Prakash (Independent Director)
	Mr. Abhishek Kumar Jain (Whole Time Director) Resigned w.e.f. 02.12.2017
	Mr. Mahesh Purohit (Company Secretary) Resigned w.e.f. 25.09.2017
Enterprises owned or Significantly influenced by Key Managerial Personnel or their relatives (Significantly influenced)	M/s. Shree Tulsi Online.Com Limited

b) Transaction which took place with the related parties during the year:

Name	Relationship	Nature of Transaction	Amount (in ₹)	
			2018-19	2017-18
Mr. Kishan Singh	KMP	Remuneration	2,40,000	80,000
Mr. Abhishek Kumar Jain			-	2,80,000
Ms. Sheetal Thakar		Salary	47,904	-
Mr. Mahesh Purohit			-	2,45,717
Mrs. Sharmila Ranabhat		Sitting Fees	9,000	9,500
Mr. Ganga Sahai			9,000	4,500
Mr. Shri Prakash			9,000	1,000
M/s. Shree Tulsi Online.Com Limited	Significantly Influenced	Rent Paid	47,200	-

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

c) Outstanding balances payable to related parties as on 31st March, 2019:

Amount (in ₹)

Name	Relationship	Nature of Transaction	2018-19	2017-18
M/s. Shree Tulsi Online.Com Limited	Significantly Influenced	Rent Payable	14,160	-

23.3 Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.

23.4 Payment to Auditors (Including Goods & Service Tax)

(Amount in ₹)

Particulars	2018-19	2017-18
(A) Statutory Audit Fees	76,700	76,700
(B) Certification Fees	11,800	11,800
Total	88,500	88,500

23.5 Contingent liability has not been provided for in respect of Income Tax matters. The concern matters are under appeal with appropriate authorities on account of dispute raised by Income Tax department. The Company is contesting the same and is of view that the disputed demands will not sustain in view of various legal pronouncement in the related matters.

23.6 In compliance with the Accounting Standard Ind AS-12 relating to "Income Tax" issued by The Institute of Chartered Accountants of India, the Company had reversed the Deferred Tax Liability arising out of timing difference on account of losses and property plant and equipment's amounting to ₹ 1.76 lacs (net of Asset and Liability). Accordingly, the said item has been credited to the Statement of Profit & Loss for the year under report. The Company has not recognised Deferred Tax Assets beyond the existing liabilities.

23.7 Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2018-19	2017-18
Net Profit for the year attributable to the equity shareholders (₹)	(2,50,58,016)	(7,03,21,874)
Weighted Average Number of equity shares outstanding (in Nos.)	22,07,42,560	22,07,42,560
Basic and diluted earnings per share (Face value of ₹ 1/- each) (₹)	(0.11)	(0.32)

23.8 As per the requirements of IND AS, fair valuation adjustments pertaining to financial assets, and financial instruments, the Company has incurred losses which have resulted in erosion of net worth of the Company. The company expects growth in its operations in coming years with continuous improvement in operational efficiency.

23.9 The Company is exposed to market risk and credit risk. The Company has a Risk management policy and its management is supported by a Risk management committee that advises on risks and the appropriate risk governance framework for the Company. The audit committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)**a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

- i) The Company had made the Long-Term Investments either in quoted or unquoted scrip's of certain companies in earlier years. Presently, one company is delisted/ suspended from trading in recognized stock exchanges. The Company has fairly valued the investments under level 1 and level 3 valuation technique as stated in significant accounting policies.
- ii) In the Opinion of the Board, all the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount stated in the Balance Sheet and all the known liabilities have been provided for unless otherwise stated elsewhere in other notes.

b) Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

- i) The Company has Other Receivables which are outstanding for a considerable period of time and considered good for recovery by the management. For the available exposure, the management has ensured that the Company has been continuously persuading to settle the amount /recovered the receivables, accordingly no further provision is being considered by the management.
- ii) Certain Debit Balances as stated in the financial statements are being subject to confirmation and reconciliation thereof, and the same have been taken as per the balances as per books. The consequent necessary adjustments, either of a revenue nature or otherwise, if any, will be made, as and when these accounts are reconciled and confirmed. Further, the Company has written off bad and doubtful receivables amounting to ₹ 1.99 crore towards amounts not recoverable during the year ended 31 March 2019.
- iii) The Company has provided provision for doubtful debts amounting to ₹ 21.90 lacs which were outstanding for a considerable period of time.

23.10 As per the representation made by the management, the company has written off plant & equipment in the current year amounting to ₹ ₹22.77 lacs (net off gross value and accumulated depreciation) due to obsolescence or no longer in usable condition.

23.11 The Company has one reportable business segment i.e., Trading in Commodities and it's allied product. The Company operates mainly in Indian market and there are no reportable geographical segments.

23.12 The figures appearing in the Financial Statements have been rounded off to nearest rupee.

23.13 All amounts are in Rupees until and unless specified specifically.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Cont....)

- 23.14 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.
-

**Notes referred to above form an integral part of Financial Statements
As per our attached report on even date**

**For Mohindra Arora & Co.
(Chartered Accountants)
(FRN:006551N)**

For and on behalf of the Board of Directors

**Ashok Katial
Partner
Membership No: 09096**

**Kishan Singh
(Whole Time Director)
(DIN: 07526266)**

**Shri Prakash
(Director)
(DIN: 07526354)**

Place : Kolkata
Date : 29/05/2019

**Sheetal Thakar
(Company Secretary)**

**Vivek Rana
(Chief Financial Officer)**

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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

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 38th Annual General Meeting to be held on Monday, 23rd September, 2019 at 1.30 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 38th Annual General Meeting of the Company to be held on Monday, 23rd September, 2019 at 1.30 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 _____ 2019

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 31/03/2019 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
2. Appointment of M/s. KSA & Co. (Firm Registration No.: 003822C), as the Statutory Auditors of the Company for a period of five year from the conclusion of this 38th Annual General Meeting (AGM) until the conclusion of 43rd AGM (Ordinary Resolution)		
Special Business		
3. Re-appointment of Mrs. Sharmila Ranabhat (DIN: 06987476), as an Independent Director for a second term of five consecutive years. (Special Resolution)		

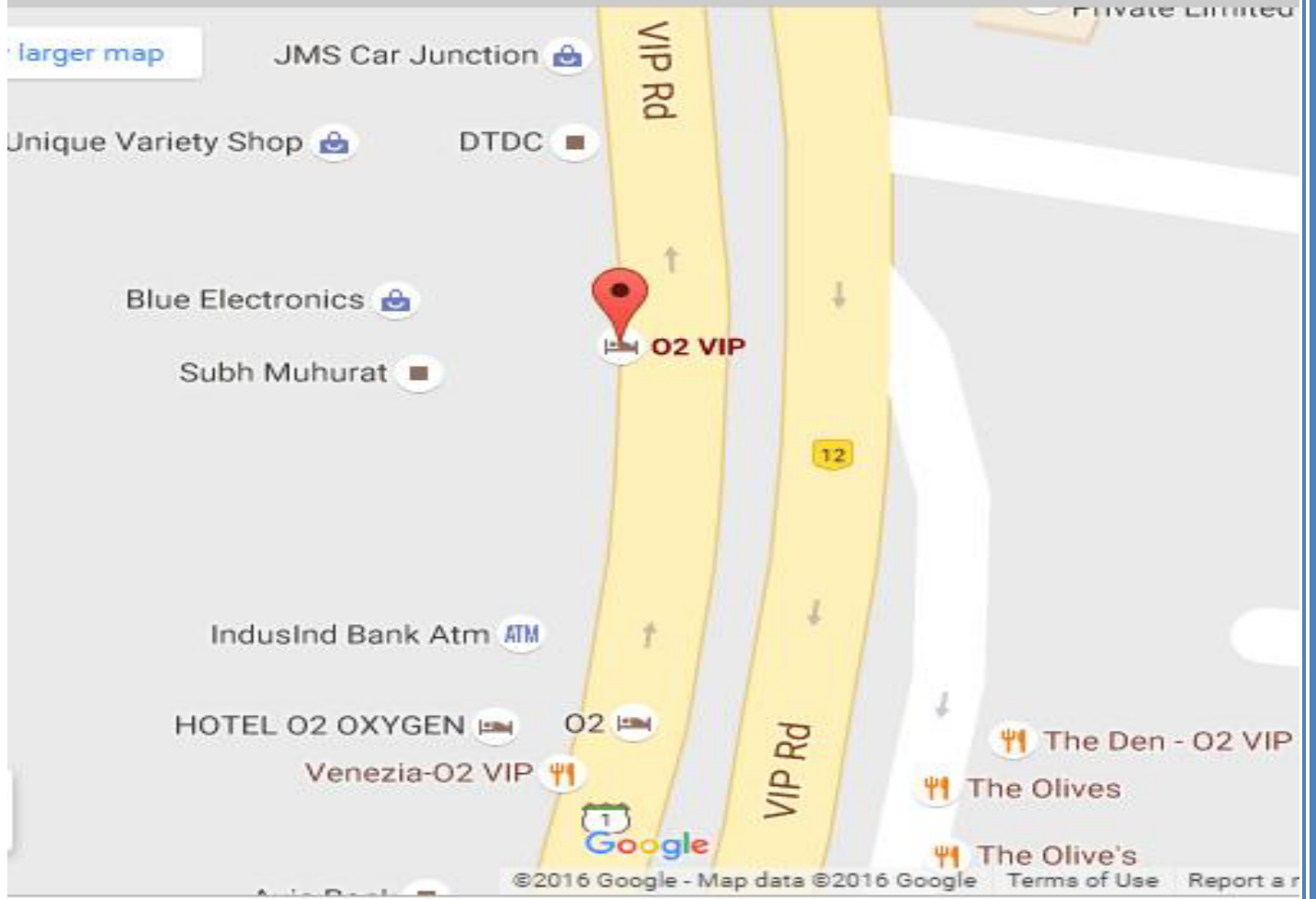
***Applicable for investor holding shares in electronic form**

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 38th 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.

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Route Map to Venue of AGM



To,

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ADINATH BIO-LABS LIMITED

Registered Office: 4, Netaji Subhas Road, 1st Floor,
Kolkata - 700 001