



**33rd Annual Report
2013-2014**

ADINATH BIO-LABS LIMITED
CIN: L24230WB1982PLC034492

BOARD OF DIRECTORS	:	Mr. A. K. Jain	Whole Time Director
		Dr. A. A. Sisodia	Director
		Mr. M. K. Bothra	Director
		Mr. J. Singha	Director
		Mrs. C. D. Lokhotia	Director (w.e.f. 25/07/2014)
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	Mr. Rohit Banthia (w.e.f. 25/07/2014)	
REGISTERED OFFICE	:	4, N. S. Road, 1 st Floor, Kolkata – 700 001 Phone / Fax : 033 – 22315718 Email: investors@adinathbio.com Website: www.adinathbio.com	
AUDITORS	:	M/s. Mohindra Arora & Co. Chartered Accountants Mumbai	
BANKERS	:	HDFC Bank Ltd. ICICI Bank Ltd.	
REGISTRAR & TRANSFER AGENT	:	Adroit Corporate Service Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Mumbai – 400 059 Phone: 022 – 28590942 Fax : 022 – 28503748	



NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Adinath Bio-Labs Limited will be held on Monday, 25th August, 2014 at 10.00 A.M. at Hotel Rose Valley, RB - 29, Raghunathpur, VIP Road, Kolkata – 700 059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2014, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors M/s. Mohindra Arora & Co, Chartered Accountants (Firm Registration No. 00655IN), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 38th Annual General Meeting (AGM) of the Company (Subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS::

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Jyotiraaditya Singha (DIN 02354678), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 25 August, 2014 up to 24 August, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. M. K. Bothra (DIN 00780987), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 25 August, 2014 up to 24 August, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Alam Ali Sisodia (DIN 00001377), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 25 August, 2014 up to 24 August, 2019.”

6. To re-appoint Mr. Abhishek Kumar Jain (DIN: 00054582) as a Whole-Time Director designated as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of all the earlier resolution passed by the Board of Directors and Shareholders and further in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Abhishek Kumar Jain (DIN: 00054582) as a Whole-Time Director, designated as Executive Director of the Company, for a period of 3 (three) years with effect from May 01, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Abhishek Kumar Jain, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 149, 152 and applicable provisions of Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013 Mrs. Chanderkala Devi Lakhota (Din 06904489) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25.07.2014 and who holds office until the of Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Chanderkala Devi Lakhota as a candidate for the office of Director of the Company, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation.”

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

**Place : Kolkata
Date : 25/07/2014**

**Abhishek Kumar Jain
(Whole-time Director)**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Members who are holding Company's shares in a Dematerialized form are required to bring details of their depository account No. for identification.
4. Register of Members and Share Transfer Books shall remain closed from 20/08/2014 to 25/08/2014 (Both days inclusive).
5. Members are requested to kindly notify immediately change if any in their address to the company.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Secretary / Director of the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting to the best extent possible.
7. Pursuant to the Provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund set up by the Central Government. No claims shall lie against the company or said fund, in respect of individual amount/s which remain unclaimed or unpaid for a period of seven years from the date of payment, and no payment shall be made in respect of any such claims.
8. Members who have not encashed the dividend warrant (s) so far, for any of the dividends declared for the earlier year or for any subsequent year/s are requested to make their claims immediately to the Company.
9. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 3 to 7 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days, except Sunday between 11:00 A.M. to 1:00 P.M. up to the date of the Annual General Meeting.
10. The relevant details as required under Clause 49 of the Listing Agreement with the Stock Exchanges, of persons seeking appointment/re-appointment relating to item Nos. 3 to 7 of the Notice, are also annexed.
11. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of

the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.

12. Voting through electronic means:

The Company is pleased to offer E-Voting facility under Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL). For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. Rakesh Singhi, Practicing Chartered Accountants as Scrutinizer.

The procedure and instructions for the same are as follows:

In case of Members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company Name "ADINATH BIO-LABS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
- (vii) 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Wednesday, August 20, 2014 at 9:00 A.M. IST and ends on Thursday, August 21, 2014 at 6:00 P.M. IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, July 25, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) 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.co.in' under help section or write an email to 'helpdesk.evoting@cDSLindia.com'.
- In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
 - Pursuant to Clause 35B of the Listing Agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Rakesh Singhi, Practicing Chartered Accountants, C/o. Adinath Bio-Labs Limited, 4, N.S. Road, 1st Floor, Kolkata, West Bengal – 700 001, so as to reach by 6.00 P.M. on 21st August 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
 - The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 25, 2014.
 - The Scrutinizer will within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at Least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The Results will be declared at the 33rd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.adinathbio.com and on the website of CDSL within two (2) days of passing of the resolutions at the 33rd Annual General Meeting of the Company and will be communicated to The Calcutta Stock Exchange limited / BSE Limited.
13. 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.
14. Members may also note that the Annual Report for FY 2013-14 will also be available on the Company's website www.adinathbio.com.



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 Nos. 3 to 7 of the accompanying Notice:

Item No. 3:

Mr. Jyotiraaditya Singha appointed as Non-Executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement.

He is having lot of experience in the field of Accounts, Finance, taxation etc. The Company is utilizing his experience in all respective field of the business operation.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Jyotiraaditya Singha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Jyotiraaditya Singha as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 25 August, 2014 up to 24 August, 2019.

In the opinion of the Board, Mr. Jyotiraaditya Singha fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jyotiraaditya Singha as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Jyotiraaditya Singha would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Mr. Jyotiraaditya Singha, is concerned or interested in the Resolution at Item No. 3 of the Notice. Mr. Jyotiraaditya Singha and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 3.

Item No. 4:

Mr. M. K. Bothra appointed as Independent Directors at various times. He is a Non-Executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement.

He is Commerce graduate. He is having vast experience in the field of accounts, Financial Matters administration etc.



As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. M. K. Bothra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. M. K. Bothra as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 25 August, 2014 up to 24 August, 2019.

In the opinion of the Board, Mr. M. K. Bothra fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. M. K. Bothra as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. M. K. Bothra would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Mr. M. K. Bothra, is concerned or interested in the Resolution at Item No. 4 of the Notice. Mr. M. K. Bothra and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 4.

Item No. 5:

Mr. Alam Ali Sisodia is a Law Graduate. He appointed as Independent Directors at various times. He is a Non-Executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement.

He is having vast experience in the field of Legal, Corporate affairs, Accounts, Financial Matters and also having vast expertise in Yoga and Spiritual activities. The Company is utilizing his opinion in all respective fields of business operations.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Alam Ali Sisodia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Alam Ali Sisodia as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 25 August, 2014 up to 24 August, 2019.

In the opinion of the Board, Mr. Alam Ali Sisodia fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Alam Ali Sisodia as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Alam Ali Sisodia would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Mr. Alam Ali Sisodia, is concerned or interested in the Resolution at Item No. 5 of the Notice. Mr. Alam Ali Sisodia and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 5.

Item No. 6:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee in its meeting held on July 25, 2014 has proposed re-appointment of Shri Abhishek Kumar Jain as Whole - Time Director for the period of 3 (three) years with effect from May 01, 2014 and has proposed his remuneration including Perquisites which shall be within the limits specified under Section 197 of the Companies Act, 2013.

Further, the Board at its meeting held on July 25, 2014 has, subject to the approval of members, re-appointed Shri Abhishek Kumar Jain as Whole-time Director, designated as Executive Directors, for a further period of 3 (three) years from the expiry of their present term, which had expired on April 30, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. He has vast experience in the various fields such as accounts, administration and business Promotion etc. The Company will be immensely benefitted towards the ongoing growth of the Company.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Abhishek Kumar Jain as Whole-time Director, designated as Executive Directors, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Abhishek Kumar Jain are as under:

Tenure of agreement

The appointment of Mr. Abhishek Kumar Jain has been made for the period of three years from 01/05/2014 to 30/04/2017.

Nature of duties

Mr. Abhishek Kumar Jain shall perform as Director and exercise such powers from time to time be entrusted to him, subject to the superintendence and contract of the Board of Directors of the Company.

Remuneration

Salary & Perquisites per month:
Rs.25000/- Salary
Rs.10000/- other benefits (perquisites)

General:

- (i) The Whole-time Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) Shri Abhishek Kumar Jain satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Abhishek Kumar Jain under Section 190 of the Act.

Brief resume of Shri Abhishek Kumar Jain, nature of their expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Abhishek Kumar Jain is interested in the resolution set out respectively at Item No. 6 of the Notice, which pertain to their respective re-appointment and remuneration payable to him. The relatives of Shri Abhishek Kumar Jain may be deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7:

Pursuant to section 149, 152 Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014, it is proposed to appoint Mrs. Chanderkala Devi Lakhotia as a Non-Executive Director of the Company, liable to retire by rotation. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

The Board of Directors at its meeting held on 25.07.2014 has appointed Mrs. Chanderkala Devi Lakhotia as an Additional Director on the Board of Director of the company.

Mrs. Chanderkala Devi Lakhotia is qualified and having wide experience in the field of Marketing.

Mrs. Chanderkala Devi Lakhotia is not holding any shares in the Company.

Copy of the draft letter for appointment of Mrs. Chanderkala Devi Lakhotia would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Mrs. Chanderkala Devi Lakhotia, is concerned or interested in the Resolution at Item No. 7 of the Notice. Mrs. Chanderkala Devi Lakhotia and her relatives are interested or concerned in the Resolution concerning her appointment proposed at agenda Item No. 7.

Appointment / Re appointment of Directors:

Details as stipulated under Clause 49 (amended) of the Listing Agreement in respect of the Director seeking re-appointment is furnished below:

Name of the Director	JYOTIRAADITYA SINGHA	M. K. Bothra
Age	56	40
Date of Appointment	30/10/2008	20/12/2001
Qualifications	B.COM	B.COM
Expertise in specific functional areas	Accounts, Financial and Taxation matters	Accounts, Financial Matters Administration etc
Name of the Director	Alam Ali Sisodia	Chanderkala Devi Lakhotia
Age	43	44
Date of Appointment	20/12/2001	25/07/2014
Qualifications	B.COM, LLB	BA
Expertise in specific functional areas	Legal, corporate affairs, Accounts, financial matters and also having vast expertise in yoga and spiritual activities	Marketing

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting 33rd Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2014. The Financial highlights for the year under review are given below:

FINANCIAL RESULTS

(Rs. in Lacs)

	31st March, 2014	31st March, 2013
Total Income	3674.60	4298.30
Profit before Depreciation & Tax	43.23	109.36
Depreciation	28.97	39.60
Profit before Tax	14.26	69.76
Less – Tax	0.28	0.04
Profit after Tax	13.98	69.72
Add: Balance of Profits for earlier years	349.11	279.39
Balance available for Appropriation	363.09	349.11

DIVIDEND

Due of lower profit and requirement of funds for the existing business activities, your Directors do not propose any dividend for the financial year 2013 – 2014 (Previous year – Nil Dividend).

PERFORMANCE

The Total Income for the financial year under review decreased to Rs. 3674.60 Lacs against Rs. 4298.30 Lacs during previous year whereas the Profit after Tax generated by the company during the year under review is Rs. 14.26 Lacs as compared to Rs. 69.76 Lacs during the previous year. However, the Company is working hard to increase the profitability in the forthcoming years.

DIRECTORS

Pursuant to Section 149 of the Companies Act, 2013, the Board at its meeting held on 25 July, 2014 recommended appointment of Mr. Jyotiraaditya Singha, Mr. Manoj Kumar Bothra and Mr. Alam Ali Sisodia as Independent Directors of the Company, not liable to retire by rotation for a period of five years from the date of its 33rd Annual General Meeting subject to approval of the Members of the Company. These Directors have given the declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the said Act and also confirmed that they will abide by the provisions as mentioned in Schedule IV of the Companies Act, 2013.

Pursuant to section 149, 152 Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 Mrs. Chanderkala Devi Lakhota (Woman Director) is appointed as Non-executive Director of the Company, liable to retire by rotation.

Mr. Abhishek Kumar Jain was re-appointed as a Whole-Time Director of the Company for the period of three years w.e.f. 01/05/2014, subject to approval of members at the ensuing Annual General Meeting.

The Board recommends the resolutions for your approval for the above appointments / re-appointment.

COMPANY SECRETARY

Mr. Rohit Banthia, Member of Institute of Company Secretaries of India has been appointed as Company Secretary cum Compliance Officer of the Company pursuant to Section 203 and other applicable provisions of the Companies Act, 2013, in place of Mrs. Sujata Dange, Company Secretary cum Compliance Officer of the Company who has resigned due to her pre-occupation.

LISTING OF SHARES

Equity shares of the Company are listed at The Calcutta Stock Exchange Limited. Equity shares of the company are also traded under permitted category at BSE Limited. Listing fees had already been paid in pursuance to Clause 38 of the Listing Agreement.

AUDITORS & AUDITORS OBSERVATION

M/s. Mohindra Arora & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and offer themselves for re-appointment. In accordance with Section 139 of the Companies Act, 2013 ('the Act') read with the Rules made there under, M/s. Mohindra Arora & Co., Mumbai, can be appointed as the Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 38th AGM to be held in the year 2019, subject to ratification of their appointment at the subsequent AGMs. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they satisfy the criteria given under Section 141 of the Act. Members are requested to consider their appointment for a period of Five years.

M/s. Mohindra Arora & Co., Mumbai, the Statutory Auditors of your Company.

The Audit committee and Board of Directors have recommended the appointment of M/s. Mohindra Arora & Co., Chartered Accountants as the Statutory Auditors of your Company.

There are no qualifications or adverse remarks in the Auditors' Report which require any explanation from the Board of Directors.

FIXED DEPOSITS

The Company has not accepted any public deposit and, as such, no amount of principal or interest was outstanding on the date of Balance Sheet.

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by the Institute of Chartered Accountants of India.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your Company has in place adequate Internal Control system, which is duly supported by Internal Audit and management reviews with documented policies and procedures.

CORPORATE GOVERNANCE

A separate Section on Corporate Governance is included in the Annual Reports and the Certificate from Company's auditors confirming the compliance with the Code of Corporate Governance as enumerated in Clause 49 of the Listing Agreements with the Stock Exchange is annexed hereto.

CORPORATE SOCIAL RESPONSIBILITY

The Company has adopted Corporate Social Responsibility Initiatives and focuses on key areas as education, healthcare etc in accordance with the provision of the relative Acts and rules made there on.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with Stock Exchange is presented separately forming part of the Annual Report.

HRD INITIATIVES

The Company strongly believes that the growth of the organization can be sustained through the continuous development of its people who contribute to the business success. Today the Company is proud of its performance driven team. It is the strategy of the leadership team and the execution skills of our people that will take the organization to greater heights.

Today HR has become a critical catalyst for continuous transformation during a phase of rapid growth and transition from a mid-sized company to a large corporation, in line with the company's vision.

CODE OF CONDUCT

As prescribed under Clause 49 of the Listing Agreement, 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 2013-14 forms part of the Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to the Directors responsibility statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed and there are no material departures from the same;
- (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, 2014 and of the profits 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.

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

The statement of particulars under Section 217(1)(e) of the Companies Act, 1956 regarding conservation of energy, technology absorption and Foreign exchange earnings and outgo are given below::

- a) Your Company, being involved in Trading and IT activities, has not consumed energy of any significant level. Accordingly, no measures were taken for energy conservation and no investment is required to be for reduction of energy consumption.
- b) No comment is made on technology absorption, considering the nature of activities undertaken by your company during the year under review.
- c) No Expenditure has been made for research and development.
- d) There were no Foreign Exchange earnings or out go during the year under review.

PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 (as amended).

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of 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.

For and on behalf of the Board of Directors

**Place : Kolkata
Date : 25/07/2014**

**A. K. Jain
(Whole Time Director)**



MANAGEMENT DISCUSSION & ANALYSIS REPORT

The management of Adinath Bio-Labs Limited presents the analysis of performance of the Company for the Financial Year 2013-2014 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.

COMPANY REVIEW

Adinath Bio-labs Ltd. is engaged in the business of pharmaceutical raw material and chemicals for the pharmaceutical and aromatic industries alongwith trading of commodities with an excellent track record of growth in the Indian domestic market since 32 years.

A professionally managed organization, Adinath Bio-Labs Ltd is listed on the BSE Limited and the The Calcutta Stock Exchange Limited.

With adherence to strong business ethics and transparent corporate policies, we have established ourselves as one of the quality business house of Natural Essential Oils and pharmaceutical ingredients. We have been serving our esteemed clientele with complete reliability, exactness and assurance for quality. Manufactured from premium quality raw material, our products are reputed for their high quality.

The Company is trading in commodities. The company is engaged in the business of Cotton, Potato, etc.

Financial Performance

The Company's performance was satisfactory during Financial Year 2013-2014. During the financial year 2013-14, the Company reported revenues of Rs. 3674.60 Lacs compared to Rs 4298.30 Lacs in the previous financial year. The PAT has decreased to Rs. 13.98 Lacs from Rs. 69.72 Lacs in FY 2012-13.

INDUSTRY STRUCTURE AND DEVELOPMENT

The country has today emerged as a major player in the global agriculture market. Agriculture accounts for 14 percent of gross domestic product (GDP) and about 10 percent of India's total exports; it is also an essential link in the supply chain of the manufacturing sector and at the same time constitutes a big market for industrial products. Despite the declining share of agriculture in the total economy, the importance of agriculture to the overall economy was yet again illustrated by the high level of consumer and producer level prices of food commodities.

Aided by a favourable monsoon and a supportive input supply environment, most kharif grains, pulses and oilseeds saw higher production. The advance estimates of National Accounts for 2013-14 project that GDP from agricultural and allied sectors increased by 4.6 percent over the previous year supporting the overall GDP growth by 4.9 percent in a year when industry and services growth continued its slide. Further, the monsoons were 5.6% above normal this year. The [rupee's volatility was also a major factor](#) for farm commodities, with the currency's fall supporting some commodity prices (export). Globally, supply of most agricultural commodities improved, resulting in lower prices for corn, wheat, soybeans, sugar and vegetable oils. Chinese economic growth and its demand for agricultural commodities is the other crucial factor in 2014.

Weather fluctuations continue to affect agriculture sector significantly despite extensive investments in irrigation, technology and sharing of best practices so as to help suitable strategies to address challenges arising due to the aberrant rainfall patterns. Infact, concerns have been raised about forecasted below

normal rains for South West Monsoon (June to September 2014), its impact on agri commodity prices and inflation for the year 2014-2015. On the whole, the extensive forward and backward linkages that the agriculture has in supplying raw materials to the secondary sector as well as it being a source of demand for its products makes its impact reverberated in the overall economic activity. However, the new government is committed to tackle any situation arising out of poor monsoon with contingency plans in place to face any adverse situation.

International trade in most commodities, perhaps with the exception of rice, is estimated to have done better in 2013–14 in response to lower prices and rising consumption. Being a major exporter of rice, wheat, maize, and oil meal and importer of vegetable oils and pulses, the current global agricultural outlook scenario presents opportunities and some challenges for Indian agricultural trade.

OUTLOOK

There is an increasing support from the Government of India for the development of agro-processing industry. Also, the Government has induced changes in select markets and the ongoing consolidation in the Industry is bringing forth new challenges in the market place. The generic segment has inherent risks of patent litigation, product liability, continuous development in R&D, capital investment, increasing regulation and compliance related issues, particularly in developed markets.

The Company faces competition from the increasing new entrants in the industry. But remains optimistic about the bright future lying ahead, It will endeavor to grow by building on its strengths for competitive advantage.

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 raw material prices, availability of substitutes, indiscriminate imports, higher overheads, patent litigation are some factors which could impact adversely especially as we strive to tap into the regulated markets.

INTERNAL CONTROL

The Company has a reasonable system of internal control which is reviewed and updated on an on-going basis. The Company is committed to ensuring a comprehensive internal control structure across its operations to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition.

HUMAN RESOURCE DEVELOPMENT

The Company strongly believes that the growth of the organization can be sustained through the continuous development of its people who contribute to the business success. Today the Company is proud of its performance driven team. It is the strategy of the leadership team and the execution skills of our people that will take the organization to greater heights.

Today HR has become a critical catalyst for continuous transformation during a phase of rapid growth and transition from a midsized company to a large corporation, in line with the company's vision. The company continues to maintain excellent industrial relation while ensuring development of its human resources through appropriated training and further educational programs.



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.

CORPORATE GOVERNANCE

Company's Philosophy on code of Governance:

Corporate Governance contains a set of principles, process and systems to be followed by Directors Management and all employees of the Company for increasing the shareholders value, keeping in view interest of other stakeholders. While adhering to the above, the committed to integrity, accountability, transparency and compliance with laws in all dealing with the government, customers, employees other stake holders. Your Company confirms the compliance of Corporate Governance as contained in Clause 49 of the Listing Agreement, details of which are given below;

Board of Directors:

The Board of Directors comprises of four Directors. Out of these one is an Executive Director and three are Non Executive Directors. Non Executive Directors constituted more than 50% of the total number of Directors. The Non-Executive Directors with their diverse knowledge experience and expertise bring in their independent judgment in the deliberation and decisions of the Board. All the Directors have been made necessary disclosure regarding committees positions held by them in other Companies. None of the directors is having any relation with other directors of the Board.

The Board of Directors met five times during the year 2013-2014 viz 27/05/2013, 30/07/2013 13/08/2013, 11/11/2013 and 11/02/2014.

The composition of the Board of Directors, their attendance at Board meeting, last Annual General Meeting, number of other Directorship, committee membership and Chairmanship are as under:

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship *	No. of Other committee membership
Mr. A. K. Jain	Whole Time Director	5	Yes	5	6
Dr. A. A. Sisodia	Non-Executive Independent Director	5	Yes	4	2
Mr. M. K. Bothra	Non-Executive Independent Director	4	Yes	2	4
Mr. J. Singha	Non-Executive Independent Director	3	No	1	2

Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanships / Memberships of Board Committees include only Audit and Shareholders / Investors Grievance Committees of public limited companies.

The Company has received declarations of independence as prescribed in Clause 49.1.A (iii) of the Listing Agreement from Independent Directors. All requisite declarations have been placed before the Board.

None of the Directors is related to any other Director.

Code of conduct:

The Board has laid down a Code of Conduct for its members and senior management personnel of the Company. The Code of Conduct is available on the website of the Company www.adinathbio.com. All the Board members and senior management personnel have affirmed compliance with the Code of Conduct. The Whole Time Director has affirmed to the Board that this Code of Conduct has been compiled by the Board members and senior management personnel.

Audit Committee:

The Audit Committee comprises of three Non-Executive Independent Directors. Dr. A. A. Sisodia is Chairman of the Audit Committee. All the members of the Audit Committee are financially literate and possess necessary expertise in finance, accounting, etc. During financial year 2013–2014, the Audit Committee met four times viz., 24/05/2013, 12/08/2013, 08/11/2013 and 10/02/2014.

The role powers and functions of the Audit Committee are as per Section 292A of the Companies Act 1956, and guidelines stated in the revised Clause 49 of the Listing Agreement. The scope of the committee includes:

- To Review with the management and statutory auditors, the adequacy of internal control systems;
- To review the quarterly, half yearly and annual accounts before submission to the Board ;
- To review with the management and statutory auditors, the annual financial statements before submission to the Board;
- To review the company's financial and risk management policies;
- To consider such other matters as may be required by the Board;
- To hold periodical discussions with Statutory Auditors on the scope and content of the audit;
- To review the Company's financial reporting process and the disclosure of its financial information;
- To review the functioning of the Whistle Blower mechanism, in case, the same exists;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee as amended from time to time by the Listing Agreement and Companies Act 1956.

The composition and attendance at the Audit Committee are as follows:

Members	Meeting Attended
Dr. A. A. Sisodia Chairman (Non-Executive Independent)	4
Mr. M. K. Bothra (Non-Executive Independent)	4
Mr. J. Singha (Non-Executive Independent)	3

Stakeholders / Investors Grievances Committee:

The Company has constituted the Stakeholders / Investor Grievance Committee comprising of Mr. M. K. Bothra, Dr. A. A. Sisodia and Mr. J. Singha. The Committee has appointed Dr. A. A. Sisodia as the Chairman of Stakeholders / Investor Grievance Committee. The meetings of the Committee were held on regular basis. The shares being in compulsory demat lists are transferable through the depository system. Shares in physical & dematerialised form are processed through Registrar & Transfer Agent of the Company. The Committee supervises the mechanism for redressal of investor grievances and ensures cordial relations.

The Committee approves and monitors transfers, transmission, sub-division, consolidation of shares issued by the Company. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services. The Committee meets periodically and shares are transferred within 15 days from the date of receipt of valid transfer request. The Committee also monitors redresses / replies to investor's complaints queries and requests relating to transfers of shares, non-receipt of Annual Reports, etc. The Committee has sorted out all complaints / queries received from Stakeholders / Investors during the year ended 31/03/2014.

Nomination and Remuneration Committee:

Remuneration Committee was renamed as Nomination and Remuneration Committee. The Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement of the Stock Exchange from time to time.

The Committee comprises of Dr. A. A. Sisodia, Mr. M.K. Bothra and Mr. J. Singha, all Non-Executive Independent Directors with Dr. A. A. Sisodia as Chairman of the Nomination and Remuneration Committee. The Committee meets as and when required and during the year under review the meetings were held one times.

The Committee is entrusted with the following powers:-

- To identify person who qualify to become directors and who may be appointed in senior management in the board, their reappointment and removal;
- To recommend / approve remuneration of Whole Time Director / Executive or any Director, Key Personnel and any increase there in from time to time, within the limit approved by the members;
- To recommend / approve remuneration of Non Executive Director / Independent Director / Executive Director in the form of sitting fees for attending the meeting of the Board and its committee and remuneration for other services etc.
- To exercise such other powers as may be delegated to it by the Board from time to time.

The Chief of Human Resources makes periodic presentations to the Nomination and Remuneration Committee on organization structure, performance appraisals, increments and performance bonus recommendations. The Committee keeps the Directors updated on various Human Resources matters.

Remuneration of Director:

The Non-Executive Directors/ Independent Directors are paid only sitting fees for attending Board / Committee meetings. There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors / Independent Directors other than payment of sitting fees @ Rs. 500/- per meeting.

During the year, Company has paid remuneration to its executive directors. The detail of remuneration of Mr. A. K. Jain (Whole-time Director) is as under:

Name of Director	Salary cum Allowances	Stock Option	Other Benefits	Service Contract Tenure
Mr. A. K. Jain	Rs.420000/-	Nil	Nil	3 Years

General Body Meeting:

The last three Annual General Meetings were held as per details given below:

Year	Address	Date	Day	Time
2012-2013 AGM	Hotel Rose Vally, RB- 29, Raghunathpur, VIP Road, Kolkata- 700 059	03/09/2013	Tuesday	10:00 A.M.
2011-2012 AGM	Hotel Rose Vally, RB- 29, Raghunathpur, VIP Road, Kolkata- 700 059	10/09/2012	Monday	10:00 A.M.
2010-2011 AGM	O2 Hotel, VIP Road, Kolkata- 700 052	27/09/2011	Tuesday	10:00 A.M.

No Special Resolution was put through postal ballot last year nor is it proposed to put any Special Resolution to vote through postal ballot.

Disclosure:

There is no non-compliance with the regulations; no penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other authority on any matter relating 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 issued any GDRs / ADRs / Warrants / Equity share or any Convertible instruments or any other instruments during the year.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in preparation of Financial Statements, the Company has not adopted a treatment different from that prescribed in an Accounting standard.

The Company does not have any subsidiary Company.

The Company has complied with all mandatory requirement of revised Clause 49 of the Listing Agreement. The non-mandatory requirement to the extent followed by the Company has been duly stated in this report.

The Company will make disclosure of the particulars of Business Responsibility Report in its website.

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 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.

Code for prevention of insider trading practices:

In Compliance with SEBI regulation on prevention of insider trading, the Company has instituted comprehensive Code of Conduct for its management and staff. The Code lays down guidelines which advise them on procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations.

Means of Communication

The quarterly / half yearly and audited financial results of the Company are published in leading English / Bengali (regional) newspapers. The results are not sent individually to the each shareholder. Such financial results are covered by limited review reports by the Statutory Auditors. The Financial results as well as the proceedings of the AGM / EGM are submitted to BSE / CSE immediately after conclusion of the respective meeting in accordance with requirement of the Listing Agreement. The financial results of the Company are also available on the website viz www.adinathbio.com.

The Management Discussion and Analysis Report is a part of the Annual Report and annexed separately.

General Share Holder Information:

1.	Compliance Officer	Mr. Abhishek Kumar Jain 4, Netaji Subhas Road, 1 st Floor, Kolkata – 700001
2.	Annual General Meeting	
	a) Date & Time	Monday, 25 th August, 2014 at 10.00 A.M.
	b) Venue	Hotel Rose Valley, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059
	c) Dividend	No dividend has been recommended by the Board of Directors for the F.Y 2013-14
	d) Financial Calendar	1 st April to 31 st March
	e) Quarterly Results	First Quarter – August Second Quarter – November Third Quarter – February Fourth Quarter – April / May
	f) Date of Book Closure	20/08/2014 to 25/08/2014
	g) Listing on Stock Exchanges	The Calcutta Stock Exchange Ltd. BSE Ltd.
	h) Stock Code	10012130 (CSE) 590088 (BSE)
	i) Demat ISIN in NSDL & CDSL for equity shares	INE129D01039
	j) Registrar and Share Transfer Agent (For Physical & Demat Segment)	Adroit Corporate Services Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Andheri (E) Mumbai – 400059 Tel.: 022-28590942 Fax: 022-28503748

k) Market Price data high, low, during each month in last financial year is given below:

High, Low and Number of Shares Traded per month on BSE

Month	High (Rs)	Low (Rs.)	No. of Shares
April 2013	0.29	0.21	3441061
May 2013	0.25	0.21	16155857
June 2013	0.22	0.18	13978947
July 2013	0.27	0.18	29297768
August 2013	0.24	0.19	34432327
September 2013	0.26	0.19	6646702
October 2013	0.26	0.21	5739547
November 2013	0.30	0.19	6338138
December 2013	0.27	0.22	1448517
January 2014	0.26	0.16	11237497
February 2014	0.19	0.16	1789901
March 2014	0.19	0.16	2507567

Note: There has been no trade at The Calcutta Stock Exchange Limited.

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 Share Transfer cum Shareholders Grievance Committee within stipulated period. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. Grievance received from members and other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

SEBI vide its circular No CIR/CFD/DIL/10/2010 dated 16th December, 2010 has amended Clause 5A of the Listing Agreement by laying down a uniform procedure for dealing with unclaimed share in physical mode and getting the same dematerlized after completing the said procedure. The Registrar & Share Transfer Agent is in the process of complying with said amendment.

Dematerialisation of Shares:

83.59% (approx) of total equity share capital is held in dematerialization form with NSDL & CDSL as at 31st March, 2014. Members can hold shares in electronic form and trade the same in depository system. However they may hold the same in physical form also.

Distribution of Shareholdings**Categories of Shareholders as on 31/03/2014**

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	6	56838005	25.75
Other Bodies Corporate	153	73205265	33.16
Individual / Others	5356	90699290	41.09
Total	5515	220742560	100

Distribution of Shareholdings as on 31/03/2014

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	1835	33.27	453661	0.21
501 – 1000	1060	19.22	997747	0.45
1001 – 2000	708	12.84	1238422	0.56
2001 – 3000	351	6.36	959053	0.43
3001 – 4000	163	2.96	599938	0.27
4001 – 5000	334	6.06	1638854	0.74
5001 – 10,000	428	7.76	3523024	1.60
10001 & Above	636	11.53	211331861	95.74
Total	5515	100.00	22,07,42,560	100.00

Declaration as required under Clause No. 49 of the Listing Agreement:

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 accordance with the provision of Listing Agreement. I 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 31/03/2014.

Date : 26/05/2014

A.K. Jain
(Whole time Director)



AUDITOR'S 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 for the year ended on 31st March, 2014, as stipulated in Clause No.49 of the Listing Agreement of the said company with stock Exchange(s) in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was carried out in accordance with the guidance note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representation made by the Directors and Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Stake holders relationship committee.

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

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

**Place : Mumbai
Date : 26/05/2014**

**(A.K.Katial)
Partner
M. No. 09096**

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 comprises the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2014;
- (b) In the case of the Statement of Profit & Loss , of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date;

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order")(as amended) issued by the Central Government of India in terms of sub-Section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in Paragraphs 4 and 5 of the said order.
2. As required by Section 227 (3) of the Act, we report that:
 - a. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - b. in our opinion proper books of account as required by Law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards referred to in subsection (3C) of Section 211 of the Act, read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;and
 - e. on the basis of written representations received from the Directors as at 31st March, 2014 and taken on record by the Board of Directors, none of the directors of the company is disqualified as on March 31, 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

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

**Place : Mumbai
Date : 26/05/2014**

**(A.K.Katial)
Partner
M. No. 09096**

Annexure to Auditors' Report

(The annexure referred to in Paragraph 1 under the heading Report on other Legal and Regulatory Requirements our Report of even date to the members of the Company)

The Comments given below are based on the data compiled by the company in order to comply with requirements of the order. On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

1. 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) The fixed assets have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) The company has not disposed off any substantial part of its fixed assets during the year as would affect the going concern status of the Company.
2. In respect of its Inventories ::
 - a) The Inventory has been physically verified by the management during the year and the frequency of verification is reasonable.
 - b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification by the management.
3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of sub -clauses (b), (c), (d), (e), (f) and (g) of the clause (iii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
4. There exist an adequate internal control system commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system of the company.
5. There are no contracts or arrangements that need to be entered into the register referred to in Section 301 of the Companies Act, 1956. Accordingly, the provisions of sub clause (b) of the Clause (v) of paragraph 4 of the Companies (Auditors' Report) Order, 2003 is not applicable to the Company.
6. The Company has not accepted any deposits from the public during the year and hence, the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
7. The company has an Internal Audit System commensurate with the size of the Company and nature of its business.
8. We are informed that, the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for any of the products/services rendered by the Company.

9. In respect of its statutory dues:
 - a. The company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues, as applicable to it, with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March, 2014 for a period of more than six months from the date of become payable.
 - c. There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues which have not been deposited on account of any dispute.
10. The company has no accumulated losses as at 31st March, 2014 and has not incurred cash losses during the financial year covered by our audit and in the immediate preceding financial year.
11. The company has not defaulted in repayment of dues to a financial institutions, bank or debenture holders.
12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund or a nidhi / mutual benefit fund / society.
14. The company is not dealing or trading in shares, securities, debentures and other investments.
15. The company has not given any guarantees for loans taken by other from banks or financial institutions.
16. The company has not availed any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short term basis have been used for long-term investment.
18. The company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
19. The company has not issued any debentures during the year under review.
20. The company has not raised any money by public issue during the year.
21. No fraud on or by the company has been noticed or reported during the course of our audit.

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

**Place : Mumbai
Date : 26/05/2014**

**(A.K.Katial)
Partner
M. No. 09096**

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	220,742,560	220,742,560
(b) Reserves and Surplus	2	71,059,847	69,662,342
		291,802,407	290,404,902
2 Non-Current Liabilities			
(a) Deferred Tax Liabilities	3	573,924	761,152
		573,924	761,152
3 Current liabilities			
(a) Trade Payables	4	233,870	332,053
(b) Other Current Liabilities	5	376,552	376,884
(c) Short-Term Provisions	6	220,730	165,000
		831,152	873,937
TOTAL		293,207,482	292,039,991
B ASSETS			
1 Non-Current assets			
(a) Fixed Assets			
(i) Tangible assets			
(i) Tangible Assets incl CWIP	7	30,452,780	33,349,774
(b) Non-Current Investments	8	29,557,000	5,575,000
(c) Long-Term Loans and Advances	9	129,418,283	141,641,053
		189,428,063	180,565,827
2 Current assets			
(a) Inventories	10	32,038,265	32,416,265
(b) Trade Receivables	11	70,154,540	78,257,466
(c) Cash and Cash Equivalents	12	1,586,614	800,433
		103,779,419	111,474,164
TOTAL		293,207,482	292,039,991
Significant Accounting Polices & Notrs to the Accounts	20	-	-

As per our attached report on even date
For Mohindra Arora & Co.
(Chartered Accountants)

For and on behalf of the Board of Directors
For Adinath Bio-Labs Limited

A.K.Katial
(Partner)
M.No : 09096

(A.K.Jain)
(Whole Time Director)

(A.A.Sisodia)
(Director)

Place : Mumbai
Date : 26/05/2014

Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
I Revenue from Operations (Gross)	13	365,891,878	428,499,259
II Other Income	14	1,568,391	1,331,154
III Total revenue (I+II)		367,460,269	429,830,413
IV Expenses			
Purchases of Stock-in-trade	15	355,854,310	411,963,357
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16	378,000	(871,075)
Employee Benefits Expenses	17	1,593,508	1,877,852
Depreciation and Amortisation Expenses	18	2,896,995	3,960,244
Other Expenses	19	5,311,750	5,924,429
Total Expenses		366,034,563	422,854,807
V Profit before tax (III-IV)		1,425,707	6,975,606
VI Tax Expenses::			
(1) Current Tax		189,000	133,000
(2) Deferred tax		(187,228)	(129,536)
(3) Income Tax Paid for Earlier Years		26,430	0
		28,202	3,464
VII Profit for the Period(V-VI)		1,397,505	6,972,142
VIII Earnings per Equity Share of Re.1/- each):			
(a) Basic		0.01	0.03
(b) Diluted		0.01	0.03
Significant Accounting Polices & Notes to the Accounts	20		

As per our attached report on even date
For Mohindra Arora & Co.
(Chartered Accountants)

For and on behalf of the Board of Directors
For Adinath Bio-Labs Limited

A.K.Katial
(Partner)
M.No : 09096

(A.K.Jain)
(Whole Time Director)

(A.A.Sisodia)
(Director)

Place : Mumbai
Date : 26/05/2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
(A) Cash Flow From Operating Activities		
Net Profit before Tax	1,425,707	6,975,606
Adjustments for :-		
Misc Income	1,568,391	1,331,154
Depreciation/amortization	2,896,995	3,960,244
Operating Profit Before Working Capital Changes	2,754,310	9,604,696
Adjustments for :-		
Inventories	378,000	(871,075)
Trade Receivables	8,102,926	8,433,651
Loans & Advances	(11,759,230)	(18,252,554)
Trade Payables	(98,515)	(202,888)
Cash Generated From Operations	(622,510)	(1,288,170)
Payment of Tax	0	0
Net Cash Inflow/Outflow From Operations	(622,510)	(1,288,170)
(B) Cash Flow From Investing Activities		
Purchases of Investments	(23,982,000)	0
Purchases of Fixed Assets	0	(27,300)
Misc Income	1,568,391	1,331,154
Net Cash (used in) Investing Activities (B)	(22,413,609)	1,303,854
(C) Cash Flow From Financing Activities	NIL	NIL
Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	(23,036,119)	15,684
Cash & Cash Equivalents as at Beginning of the year	800,433	784,749
Cash & Cash Equivalents as at end of the year	1,586,614	800,433

As per our attached report on even date
For Mohindra Arora & Co.
(Chartered Accountants)

For and on behalf of the Board of Directors
For Adinath Bio-Labs Limited

A.K.Katial
(Partner)
M.No : 09096

(A.K.Jain)
(Whole Time Director)

(A.A.Sisodia)
(Director)

Place : Mumbai
Date : 26/05/2014

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 1		
SHARE CAPITAL		
Authorised shares 225,100,000 (P.Y : 225,100,00)Equity Shares of Re. 1/- each	225,100,000	225,100,000
Issued, subscribed and fully paid shares 220,742,560 (P.Y : 220,742,560) Equity Shares of Re.1/- each fully paid-up.	220,742,560	220,742,560
TOTAL	220,742,560	220,742,560
Notes to Share Capital		
(i) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period :		
Equity shares outstanding at the Beginning of the year		
- Number of shares	220,742,560	220,742,560
- Amount	220,742,560	220,742,560
Equity shares outstanding at the End of the year		
- Number of shares	220,742,560	220,742,560
- Amount	220,742,560	220,742,560
(ii) Terms / rights attached to Equity shares		
The Company has only one class of equity shares having a par value of Re.1/- per share. Each equity shareholder is entitled to one vote per share. The Company have not declared any dividends for the year under review.		
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)Name of the Shareholders holding more than 5% shares in the Company ::-		
Pramukhsoft Technologies (P) Ltd In Nos.	14,843,200	14,843,200
% Holdings	6.72%	6.72%
Umesh Kumar Thaker In Nos.	11,352,220	12,412,220
% Holdings	5.14%	5.62%

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 2		
RESERVES AND SURPLUS		
Capital Reserve		
As per last Balance sheet	15,464,327	15,464,327
Closing Balance	15,464,327	15,464,327
Securities Premium Reserve		
As per last Balance sheet	14,443,080	14,443,080
Closing Balance	14,443,080	14,443,080
General Reserve		
As per last Balance sheet	4,844,000	4,844,000
Closing Balance	4,844,000	4,844,000
Surplus in Statement of Profit and Loss		
Opening balance as per last Balance Sheet	34,910,935	27,938,793
Add :: Profit for the year	1,397,505	6,972,142
Closing Balance	36,308,440	34,910,935
TOTAL	71,059,847	69,662,342
NOTE :- 3		
DEFERRED TAX LIABILITIES		
Difference between book and tax Depreciation	573,924	761,152
TOTAL	573,924	761,152
NOTE :- 4		
TRADE PAYABLES		
For Expenses	233,870	332,053
TOTAL	233,870	332,053
NOTE :- 5		
OTHER CURRENT LIABILITES		
Unpaid Dividends	376,552	376,884
TOTAL	376,552	376,884
NOTE :- 6		
SHORT TERM PROVISIONS		
Provision for Taxation	220,730	165,000
TOTAL	220,730	165,000

Notes forming part of Financial Statements for the year ended 31st March 2014

NOTE :- 7

FIXED ASSETS

Amt in Rs.

	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As At 1st April 2013	Additions/ Deductions	As At 31st March, 2014	As At 1st April 2013	For the Year	As At 31st March, 2014	As At 31st March, 2014	As At 31st March, 2013
TANGIBLE ASSETS								
OWNED ASSETS								
Plant & Equipments	15,510,710		15,510,710	8,603,803	960,751	9,564,554	5,946,156	6,906,907
Computer & Access.	11,577,818		11,577,818	8,792,646	1,114,069	9,906,715	1,671,103	2,785,172
Furniture & Fixtures	7,312,338		7,312,338	4,294,480	546,232	4,840,713	2,471,625	3,017,858
Office Equipments	3,605,283		3,605,283	1,621,510	275,943	1,897,453	1,707,830	1,983,773
TOTAL RS.	38,006,149	-	38,006,149	23,312,440	2,896,995	26,209,434	11,796,715	14,693,709
Previous Year	37,978,849	27,300	38,006,149	19,352,196	3,960,244	23,312,440	14,693,709	-
Capital Work In Progress	18,656,065	-	18,656,065				18,656,065	

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 8		
NON-CURRENT INVESTMENTS(LONG TERM)		
Non-trade investments (valued at cost unless stated otherwise)		
Quoted Investment in Equity instruments of other Companies		
12,500 (P.Y :12,500) Equity shares of Sidh Management Corporate Services Ltd of Rs. 10/- each, fully paid-up	125,000	125,000
55,000 (P.Y : 55,000) Equity shares of Tuscon Exports Ltd of Rs. 10/- each, fully paid-up@	2,750,000	2,750,000
@-suspended from Trading in Stock Exchanges(s)}		
Unquoted Investment in Equity instruments of other Companies		
180,000 (P.Y :180,000) Equity shares of Care & Cure International Ltd of Rs. 10/- each, fully paid-up	2,700,000	2,700,000
Unquoted Investment in Units of Mutual Funds 39,97,000 (P.Y :NIL) Units of Arihant Mangal(Growth Scheme)	23,982,000	-
TOTAL	29,557,000	5,575,000
Aggregate amount of Quoted Investment		
- Cost	2,875,000	2,875,000
- Market Value	Not Available	Not Available
Aggregate amount of Unquoted Investment	26,682,000	2,700,000
NOTE :- 9		
LONG TERM LOANS AND ADVANCES		
Unsecured, Considered good		
Security Deposits	-	423,770
Others	153,400,283	141,217,283
TOTAL	153,400,283	141,641,053

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 10		
INVENTORIES (As taken, Valued & Certified by the Management)		
Finished Goods /Stock -In Trade (At lower of Cost or Net realizable value)	32,038,265	32,416,265
TOTAL	32,038,265	32,416,265
NOTE :- 11		
TRADE RECEIVABLES Unsecured, Considered good		
Others	70,154,540	78,257,466
TOTAL	70,154,540	78,257,466
NOTE :- 12		
CASH AND CASH EQUIVALENTS (As Certified by the Management)		
Balance with Banks		
-In Current Accounts	1,025,577	251,665
-Unclaimed/Unpaid Dividend A/c	376,552	376,884
Cash on Hand	184,485	171,884
TOTAL	1,586,614	800,433
NOTE :- 13		
REVENUE FROM OPERATION(GROSS)		
Sales from Operations	365,891,878	428,499,259
TOTAL	365,891,878	428,499,259
NOTE :- 14		
OTHER INCOME		
Miscellaneous Income	1,568,391	1,331,154
TOTAL	1,568,391	1,331,154

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 15		
PURCHASES OF STOCK-IN TRADE/FINISHED GOODS		
Purchase of Stock In Trade/Finished Goods	355,854,310	411,963,357
TOTAL	355,854,310	411,963,357
NOTE :- 16		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN PROGRESS AND STOCK -IN TRADE		
Inventories at the end of the year		
Finished Goods /Stock -In Trade	32,038,265	32,416,265
	32,038,265	32,416,265
Inventories at the beginning of the year		
Finished Goods /Stock -In Trade	32,416,265	31,545,190
	32,416,265	31,545,190
Net	378,000	(871,075)
NOTE :- 17		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	1,411,600	1,682,992
Staff Welfare Expenses	181,908	194,860
TOTAL	1,593,508	1,877,852
NOTE :- 18		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and amortisation for the year on tangible assets	2,896,995	3,960,244
TOTAL	2,896,995	3,960,244

Notes forming part of Financial Statements for the year ended 31st March 2014

Particulars	As at 31 March, 2014 Amt in Rs.	As at 31 March, 2013 Amt in Rs.
NOTE :- 19		
OTHER EXPENSES		
Advertisement Expenses	93,931	55,244
Auditors Remuneration	73,034	73,034
Bank Charges	251	506
Books & Periodicals	81,963	61,300
Conveyance & Travelling	901,234	810,875
Directors Remuneration	420,000	420,000
Directors Sitting Fees	11,500	7,000
Filing Fees	1,500	1,000
General Expenses	550,808	642,096
Listing Fees	58,989	58,989
Office Maintenance Expenses	252,017	199,165
Postage & Courier	298,988	336,290
Printing & Stationary	403,296	439,211
Professional Fees	405,000	396,000
R&T and Dmat Charges	152,808	147,377
Rent	186,072	942,900
Repair & Maintenance	151,570	148,350
Selling & Distribution Expenses	1,136,088	1,106,395
Telephone Expenses	132,701	78,698
TOTAL	5,311,750	5,924,429
Auditors Remuneration (inclusive of Service Tax)		
As Auditors - Statutory Audit Fees	56,180	56,180
For Taxation matters	5,618	5,618
For Other services	11,236	11,236
TOTAL	73,034	73,034

Note: - 20

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS:

Annexed to and forming part of the Balance Sheet as at 31st March, 2014 and of the Statement of Profit & Loss for the year ended on that date.

1. Accounting System:

- a) Financial statements are prepared in accordance with the generally accepted accounting principles including mandatory applicable accounting standards in India and relevant presentational requirement of the Companies Act 1956, under historical cost convention, on accrual basis and ongoing concern concept, unless otherwise stated.
- b) All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

2. Use of Estimates:

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

3. Inventories:

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 basis.

4. Tangible Fixed Assets and Depreciation on Tangible Fixed Assets:

- a) Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any.
- b) Costs comprised acquisition price or construction cost and other attributable costs, if any for bringing the assets to its intended use.
- c) Depreciation on Fixed Assets is provided block-wise on written down value method (WDV) on prorata basis as per rates prescribed in Schedule XIV to the Companies Act, 1956, with respect to the month of addition.

5. Investments:

- a) Long Term Investments are valued at Cost .Provision for diminution in the value of Long Term Investments is made only if such a decline is, in the opinion of management, other than temporary.
- b) Current Investments are carried at lower of cost and fair value.

6. Provision for Current and Deferred Tax:

Tax expense comprises Current tax and Deferred tax.

- a) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961, after considering allowances and exemptions.
- b) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance sheet, if there is convincing evidence that the company will pay normal tax in future and the resultant asset can be measured reliably.
- c) Deferred tax resulting from “timing difference” between taxable and accounting income for the reporting year that originate in one year and are capable of reversal in one or more subsequent years, is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.
- d) Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

7. EMPLOYEE BENEFITS:

- a) 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.
- b) None of the employees employed by the Company during the year under review, have completed Continuous service period of 5 years and there is not any un-availed leave of any employees working with the company at the year end. Accordingly, no provision is required to be made in respect of Gratuity, Leave encashment and Other Retirement benefits. Also No such payment of any retirement benefits have been made during the year.

8. Impairment of assets:

- a) An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets.
 - b) An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.
 - c) In the opinion of the management, there is no impairment of assets as on Balance Sheet date.
9. Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

10. In the opinion of the management, there are no contingent liabilities as on Balance Sheet date and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.
11. During the financial year 2013-14, there are not any transactions with any suppliers / parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.

12. Related Party Disclosures

There is no other company, which is under the same management in which the directors of the company are entrusted as directors and / or shareholders. There is no transaction with any firm and / or proprietor firm in which the directors of the company are interested as a partners or proprietor.

13. Key Management Personnel:

The Key management personnel are the Whole Time Director and Company Secretary Cum Compliance officer, whose names are mentioned in the corporate governance report.

14. There are not any particulars which are required to be furnished pursuant to Clause VIII of part II of the Schedule VI of the Companies Act, 1956.
15. In compliance with the Accounting Standard AS-22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company had provided for Deferred tax liability arising out of timing difference. During the year under report, there has been reversal of the said deferred tax liability to the extent of Rs.187,228/-(P.Y Rs.129, 536), on account of difference between Book and Tax Depreciation. Accordingly, the said item has been credited to Statement of Profit & Loss of the year under report.
16. The Company has two reportable business segments i.e. Trading of Products & Commodities and IT Activities. The Company operates mainly in Indian market and there are no reportable geographical segments.

17. Earning Per Share:

Earnings per share are calculated by dividing the profit attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2013-14	2012-13
Net Profit for the year attributable to the equity shareholders (Rs.)	13,97,505	69,72,142
Number of equity shares outstanding (in Nos.)	220,742560	220,742560
Basic and diluted earnings per share (Face value of Re.1 each)(Rs.)	0.01	0.03

18. In the Opinion of the Board, all the current assets, loans and advances have a value on realization 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.
19. Certain Debit and Credit Balances are being subject to confirmation.



20. During the year, the Company has shown the units of Mutual Fund "Arihant Mangal "(Growth Scheme), in its Non-Current Trade Investments, after the lapse of several years due to Mutual Fund "Arihant Mangal "(Growth Scheme) was kept abeyance by the Order of Hon'ble High Court, Bombay. In this context, the Hon'ble High Court, Delhi, passed the Order dtd 29/05/2013, where in they have directed that the Mutual Fund "Arihant Mangal "(Growth Scheme) was reconsidered to dispose off the Mutual Fund "Arihant Mangal "(Growth Scheme) in terms of the SEBI regulations in full and final settlement through methodological basis. In view of the above facts, the Board have taken steps to recover the proceedings against dispose of units of Mutual Fund "Arihant Mangal "(Growth Scheme).
21. The figures appearing in the Financial Statements have been rounded off to nearest rupee.
22. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification /disclosure.

Signatory to Notes 1 TO 20

**As per our attached report on even date
For Mohindra Arora & Co
(Chartered Accountants)**

**FOR AND ON BEHALF OF THE BOARD
For Adinath Biolabs Limited**

**(A.K.Katial)
Partner
M. No. 09096**

**(A.K.Jain)
(Whole time Director)**

**(A.A.Sisodia)
(Director)**

**Place : Mumbai
Date : 26/05/2014**

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ADINATH BIO-LABS LIMITED

Regd. Office: 4, Netaji Subhash Road, 1st Floor, Kolkata - 700 001
CIN No. L24230WB1982PLC034492
Email: investors@adinathbio.com Website : www.adinathbio.com

ATTENDANCE SLIP

I hereby record my presence at the 33rd Annual General Meeting held at Hotel Rose Valley, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059, on Monday, 25th August, 2014 at 10.00 A.M.

Name of Shareholders _____	DP ID* _____
Registered Address _____	Client ID* _____
_____	Folio No. _____
_____	No. of Shares _____

NOTE: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.
* For shares held in electronic form

Signature of Shareholder / Proxy

-----TEAR HERE-----TEAR HERE-----

Form No. MGT-11

PROXY FORM

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

CIN No. L24230WB1982PLC034492

Name of the company : **ADINATH BIO-LABS LIMITED**

Regd. Office: 4, Netaji Sub hash Road, 1st Floor, Kolkata - 700 001
Email : investors@adinathbio.com Website : www.adinathbio.com

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

I/We, being the member(s) of shares of _____ Adinath Bio-Labs Limited, hereby appoint:

- 1) _____ of _____ (address) having e-mail id _____ or failing him
- 2) _____ of _____ (address) having e-mail id _____ or failing him
- 3) _____ of _____ (address) having e-mail id _____ or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33rd Annual general meeting** of the company, to be held on the 25th day of August, 2014 At 10.00 a.m. at Hotel Rose Valley, RB – 29, Raghunathpur, VIP Road, Kolkata – 700 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

-----TEAR HERE-----TEAR HERE-----

Sr.No.	Resolutions	For	Against
1.	Adoption of statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014		
2.	Appointment of Auditors and fixing their Remuneration		
3.	Appointment of Mr. Jyotiraaditya Singha as an Independent Director		
4.	Appointment of Mr. M. K. Bothra as an Independent Director		
5.	Appointment of Mr. Alam Ali Sisodia as an Independent Director		
6.	Re-appointment of Mr. Abhishek Kumar Jain as Whole-time Director		
7.	Appointment of Mrs. Chandrakala Devi Lakhota (Woman) as Non-executive Director		

Signed this _____ day of _____ 2014 Signature of Shareholder _____

Affix a revenue stamp

Signature of first Proxy holder Signature of second Proxy holder Signature of third Proxy holder

- 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) A proxy need not be a member.
 - (3) For the Resolutions Explanatory statement and Notes, please refer to the Notice the 33rd Annual General Meeting.
 - (4) This is only optional. Please put a 'X' 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.

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BOOK - POST

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To,

Adinath Bio-Labs Limited

Registered Office: 4, N.S. Road, 1st Floor, Kolkata - 700 001.

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