



adinath

Bio-Labs Limited

CIN : L24230WB1982PLC034492



36TH ANNUAL REPORT 2016-17

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

CIN	:	L24230WB1982PLC034492
BOARD OF DIRECTORS	:	Mr. Abhishek Kumar Jain Whole Time Director
		Mr. Manoj Kumar Bothra Non-Executive Independent Director
		Mrs. Chanderkala Devi Lakhotia Non-Executive Director (Women Director)
		Mrs. Sharmila Ranabhat Non-Executive Independent Director
		Mr. Jyotiraaditya Singha Non-Executive Independent Director (Resigned w.e.f 14/11/2016)
COMPANY SECRETARY CUM COMPLIANCE OFFICER	:	Mr. Mahesh Sunderlal Purohit
REGISTERED OFFICE	:	4, Netaji Subhas Road, 1st Floor, Kolkata – 700 001 Phone / Fax: 033 – 22315718 Email: investors@adinathbio.com Website: www.adinathbio.com
STATUTORY AUDITORS	:	M/s. Mohindra Arora & Co. Chartered Accountants, Mumbai
INTERNAL AUDITORS	:	M/s. S.R. Ghedia & Associates Chartered Accountants, Mumbai
BANKERS	:	HDFC Bank Ltd. ICICI Bank Ltd.
SECRETARIAL AUDITORS	:	M/s. Veenit Pal & Associates Company Secretaries, Kolkata
REGISTRAR & TRANSFER AGENT	:	Adroit Corporate Service Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Phone: 022 – 42270400, 28596060, 28594060 Fax: 022 – 28503748 Email: adroits@vsnl.net Website: www.adroitcorporates.com

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NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the Members of **Adinath Bio-Labs Limited** will be held on **Wednesday, 20th September, 2017 at 11.30 A.M. at O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2017 the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the Explanatory notes annexed to and forming part of the said documents together with the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Chanderkala Devi Lakhota (DIN: 06904489), who retires by rotation and, being eligible, offers herself for reappointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the appointment of M/s. Mohindra Arora & Co., Chartered Accountants (Firm Registration No.:006551N), approved in the 33rd Annual General Meeting until 38th Annual General Meeting, be and is hereby ratified, as Statutory Auditors of the Company for the Financial year 2017-2018, to hold the office from the conclusion of this Annual General Meeting till conclusion of the Thirty Seventh (37th) Annual General Meeting to be held in the year 2018, 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:

4. 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 passed as an Ordinary Resolution.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce) read with Schedule V of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Members, consent of the Company be and is hereby accorded for the appointment of Mr. Abhishek Kumar Jain (DIN:00054582) as Whole-time Director of the company for a period of 5 (Five) years w.e.f May 1, 2017 to April 30, 2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

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

Regd. Office : 4, Netaji Subhas Road, 1st Floor
Kolkata – 700 00
CIN : L24230WB1982PLC034492
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 05/08/2017

By Order of the Board
For Adinath Bio-Labs Limited

Abhishek Kumar Jain
(Whole-time Director)
(DIN: 00054582)

NOTES:

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

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

2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
3. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Register of Members and Share Transfer Books shall remain closed from 14/09/2017 to 20/09/2017 (both days inclusive).
5. Members who are hold the equity shares under multiple folios in identical order of names are requested to write to the Company/Registrars to consolidate their holdings into one folio.
6. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
7. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Service Private Limited, 19-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri(E), Mumbai - 400059, Tel: 022-42270400, Fax: 022-28503748, Email: adroits@vsnl.net/info@adroitcorporate.com, Website: www.adroitcorporate.com.
9. In terms of Section 124 of the Act, 2013 (Corresponding Sections 205A and 205C) and other applicable provisions, if any, of the Companies Act, 1956) the Company is obliged to transfer any money lying in the Unpaid Dividend Accounts, which remain unpaid or unclaimed for a period of seven years from the date of transfer in such Unpaid Dividend Accounts to the credit of Investor Education and Protection Fund established by the Central Government in accordance with Section 125 of the Act. Accordingly, the Company would be transferring the unpaid dividend for the year ended 31st March, 2010 to the Investor Education and Protection Fund during November, 2017. Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st March, 2010 onwards may immediately approach the Company for revalidation of such Dividend Warrants.

NOTES (Contd...)

The Ministry of Corporate Affairs notified the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force from 5th September 2016 and the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendments Rules, 2017 (“the Amendment Rule”) which came into force from 28th February 2017.

The Amendments Rules, amongst other matters, contain provisions for transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven years or more, will be transfer to the DEMAT account of Investor Education and Protection Fund (IEPF).

Adhering to various requirements set out in the rules, the Company has communicated to the concerned shareholders individually whose shares are liable to be transferred to IEPF. Also, complete details of such shareholders including their folio number or DP ID- client ID also have been uploaded on the Company’s website and can be referred at the www.adinathbio.com.

In case the Company does not receive any communication from the concerned Shareholder, Company shall with a view to adhering with the requirements of the Rules, transfer shares to the IEPF by the due date (yet to be notified) in accordance with the said rules. It must be noted that both the unclaimed dividend and shares transferred to IEPF Authority including all benefits on such shares, if any can be claimed back by them from IEPF authority after following the procedure prescribed under these rules. For any queries to the above matter, shareholders are requested to contact Adroit Corporate Service Private Limited, the Company’s Registrar and Share Transfer Agents.

10. The Equity Shares of the Company is compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.
11. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in Item No. 4 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 during the business hours up to the date of the Annual General Meeting.
12. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
13. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2015-16 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs. unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

NOTES (Contd...)

15. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
16. The Annual Report for F.Y. 2016-17 of the Company circulated to the Members of the Company, shall be made available on the Company's website at www.adinathbio.com.
17. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
18. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
19. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
21. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
22. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM) scheduled to be held on Wednesday, 20th September, 2017 at 11.30 A.M. with request to follow the instructions for voting electronically as given under.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. September 13, 2017, may obtain the login ID and password by sending a request at investors@adinathbio.com

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

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Saturday, September 16, 2017, (09.00 A.M.) and ends on Tuesday, September 19, 2017 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 13, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

NOTES (Contd...)

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provide that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the <**Adinath Bio-Labs**> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

NOTES (Contd...)

- (xv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non-Individuals Shareholders and Custodians**
- Non-Individuals Shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of Members receiving the physical copy:

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

For members who wish to vote using ballot form:

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

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

NOTES (Contd...)

General Instructions

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

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

The result declare alongwith the Scrutinizer Report shall be placed on the Company's Website; www.adinathbio.com and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to the Stock Exchange(s) where the equity shares of the Company are listed.

Regd. Office : 4, Netaji Subhas Road, 1st Floor
Kolkata - 700 00
CIN : L24230WB1982PLC034492
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 05/08/2017

By Order of the Board
For Adinath Bio-Labs Limited

Abhishek Kumar Jain
(Whole-time Director)
(DIN: 00054582)

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

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

Item No. 4

The existing tenure of Mr. Abhishek Kumar Jain was expired on 1st May, 2017. He has rendered the valuable services during his tenure and contributed towards the ongoing growth of the Company. The Directors are of the view that re appointment of Mr. Abhishek Kumar Jain will be beneficial to the operation of the Company. It is therefore proposed to re-appoint him as Whole Time Director for further period of 5 (Five) years, subject to the approval of the members of the Company in Annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 5th August, 2017 had reappointed Mr. Abhishek Kumar Jain as Whole-time Director of the Company for a period of 5 (Five) years from May 1, 2017, to April 30, 2022, on the terms and conditions set out in the draft agreement to be entered into with him.

A summary of the material terms and conditions relating to appointment of Mr. Abhishek Kumar Jain as Whole-time Director are as follows:

Tenure of agreement:

The re-appointment of Mr. Abhishek Kumar Jain has been made for a period of 5 (Five) years commencing from May 1, 2017, to April 30, 2022.

Nature of duties:

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

Remuneration:

Salary & Perquisites per month:

-Rs. 25,000/- Salary

-Rs. 10,000/- Other benefits (Perquisites)

Pursuant to Section 190 to the Companies Act, 2013 this may be treated as an abstract of the terms and conditions governing the appointment of Mr. Abhishek Kumar Jain as the "Whole Time Director" of the Company.

Except Mr. Abhishek Kumar Jain, none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at item no. 4 of the accompanying Notice.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for Members' approval.

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

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

Name of the Director	Mrs. Chanderkala Devi Lakhotia	Mr. Abhishek Kumar Jain
Date of Birth	15/12/1970	25/11/1978
DIN	06904489	00054582
Date of Appointment	25/07/2014	07/07/2003
Qualifications	GRADUATE	GRADUATE
Expertise in specific functional areas and years	She is well qualified and having wide experience in the field of Marketing.	He is having vast experience in the field of Corporate affairs, Financial matters, Banking etc.
List of Other Directorship held	T. Spiritual World Limited (L63040WB1986PLC040796) Shree Tulsi Online Com- Limited (L99999WB1982PLC035576) Mavens Biotech Limited (L17297WB1981PLC034226)	T. Spiritual World Limited (L63040WB1986PLC040796) Shree Tulsi Online.Com Limited (L99999WB1982PLC035576) TSW Infotech Limited (U30009WB2006PLC108029) Jayant Securities Limited (U67120WB1992PTC056865) T Spiritual Lifestyle Limited (U85199WB2006PLC108028) Tamkor Enterprises Private Limited. (U70101WB1991PTC052454) (Resigned From 21st April, 2017)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	T. Spiritual World Limited Member Shree Tulsi Online Com- Limited Member Mavens Biotech Limited Member	T. Spiritual World Limited Member
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	Shree Tulsi Online Com- Limited Member Mavens Biotech Limited Member	T. Spiritual World Limited Member
Shareholding in the Company	Nil	NIL
Relationship with any Director(s) and Key Managerial Person of the Company	Nil	Nil
No of Board Meeting Attended during the Financial year	8	8
Terms & Conditions of Appointment	Re-appointment as Non-Executive Director liable to retire by rotation	Re-appointment as Executive Director, not liable to retire by rotation

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Members,

Your Directors are pleased to present the 36th Annual Report together with the Audited Statement of Accounts and the Auditors Report of your company for the year ended 31st March, 2017.

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

FINANCIAL RESULTS:

Particulars	(Rs. in lacs)	
	31st March, 2017	31st March, 2016
Total Income	56.00	99.72
Less: Expenses	41.59	53.28
Profit before Depreciation & Taxation	14.41	46.44
Less: Depreciation	11.45	16.08
Profit before Taxation	2.96	30.36
Less: Taxation	0.89	15.99
Profit after Taxation	2.07	14.37
Balance carried as per last Balance Sheet	396.03	393.96

PERFORMANCE:

The Total Income for the financial year under review is Rs. 56.00 lacs against Rs.99.72 lacs in previous year. The Net Profit generated by the company during the year under review is Rs.2.07 lacs as compared to Rs. 14.37 lacs during the previous year.

OPERATION:

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

DIVIDEND AND TRANSFER TO RESERVE:

Your Company intends to conserve available resources to invest in the growth of the business and pursue strategic growth opportunities. Accordingly your Directors do not recommend any dividend for the year .Hence there has been no transfer to Reserves during the financial year 2016-2017.

PUBLIC DEPOSITS:

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

CHANGE IN THE NATURE OF BUSINESS:

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

COMPLIANCE WITH THE 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.

DIRECTOR'S REPORT (Contd....)

DIRECTORS AND KEY MANAGERIALS PERSONNEL:

As on March 31, 2017, the Board of Directors of your Company comprised of Four (4) Directors, one of whom, Mr. Abhishek Kumar Jain is the Whole Time Director. The remaining three (3) directors are Non-Executive and independent directors. Pursuant to the provisions of Section 149 of the Act, Mr. Manoj Kumar Bothra, Mrs. Sharmila Ranabhat as Non-Executive Independent Directors of the Company. Mrs. Chanderkala Devi Lakhotia is being act as Non Executive (Woman) Director.

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

During the year, Mr. Jyotirraditya Singha (Non-Executive Independent Directors) has tendered his resignation letter dated 14th November 2016, to the board due to his preoccupation in other work. The Board considered and approved his resignation from the post of directorship including the membership of respective committee with effect from 14/11/2016. The Board places on record its gratitude for the services rendered by him during the tenure as director of the Company.

Mrs. Chanderkala Devi Lakhotia, Non-Executive Directors, is liable to retire by rotation at the ensuing AGM, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and being eligible have offered himself for re-appointment.

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

POLICY ON DIRECTOR APPOINTMENT & REMUNERATION:

The Company's policy on Director's Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 has been disclosed in the Corporate Governance Report, which forms the part of the Directors Report.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms a part of this report.

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013:

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

DIRECTOR'S REPORT (Contd....)

DIRECTORS RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- (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, 2017 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;
- (v) the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION OF INDEPENDENT DIRECTORS:

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

AUDIT COMMITTEE:

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report. The Company Secretary of the Company acts as Secretary of the Committee. During the year, there are no instances where the Board had not accepted the recommendations of the Audits.

NOMINATION AND REMUNERATION COMMITTEE:

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and read with Section 178 of the Companies Act, 2013.

The details of the Composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report. The Board has framed a policy for selection and appointment of Directors, Senior Management including KMP and their Remuneration. The policy provides for determining qualifications, positive attributes, and independence of a Director.

DIRECTOR'S REPORT (Contd....)

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:

The Board of Directors of the Company has framed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically address through mitigation action on a continuing basis. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report.

NUMBER OF MEETING OF THE BOARD:

During the year under review 8 (Eight) Meetings of the Board of Directors of the Company were convened and held. The relevant details, including composition of the Board, date of meetings, attendance and composition of various Committees of the Board are given in the Corporate Governance Report which forms part of this report. The details regarding the composition of various committees are also available on the Company's website: www.adinathbio.com

DISCLOSURE REGARDING COMPANY'S POLICIES UNDER COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has framed various policies as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies Act, 2013; viz. i) Determining material subsidiary ii) Performance evolution of the Board, Committee and Directors, iii) Materiality of Related Party transactions, iv) Whistle Blower/vigil Mechanism v) Archival Policy vi) code of conduct for Directors vii) Remuneration of the Directors & KMP, are displayed on the website of the Company: www.adinathbio.com.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and administration) Rules, 2014 in Form No. MGT - 9 is furnished in **Annexure-1** and is attached to this Report.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

BOARD EVALUATION:

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

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

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

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

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

DIRECTOR'S REPORT (Contd....)

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

How ever , BSE's, regulating authority, issued the notice ,dated 28th Feb., 2017 in which the trading in the securities of the Company had been suspended with effect from 08th March, 2017, earlier which was permitted under "INDONEXT / Permitted Category" and thereafter the delisting order for the same was issued on 29th March, 2017 with effect from 31st March, 2017.

Action of regulator has jolted both Investor and Company although the going concern status of the Company has not been impacted by that. Your Company is in correspondence with Stock Exchange and eagerly waiting for positive reply.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report is a part of the Annual Report and are given in a separate section and forms part of the Annual Report.

DIRECTOR'S REPORT (Contd....)

AUDITORS AND REPORTS:

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

1. Statutory Auditor and their Report:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Mohindra Arora & Co., Chartered Accountants (Registration No.: 006551N), were appointed as Statutory Auditors of the Company from the conclusion of the 33rd Annual General Meeting (AGM) of the Company held on 25th August, 2014 till the conclusion of the 38th Annual General Meeting to be held in the year 2019, subject to ratification of their appointment at every Annual General Meeting.

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

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2017 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The remarks, if any, made by the Auditors in their Report are properly explained in the Note No. 19 of the Financial Statement.

2. Secretarial Auditor & his Report:

M/s. Veenit Pal & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism. The Report does not contain any qualification, reservation or adverse remark or disclaimer, which requires any further comments or explanations in this report.

3. Internal Auditor:

The Board has appointed M/s S. R. Ghedia & Associates, Chartered Accountants as Internal Auditors of the Company for Financial Year 2016-2017 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

CORPORATE GOVERNANCE:

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

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

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

DIRECTOR'S REPORT (Contd....)

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

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

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

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Your company was transferred an amount of Rs. 2,53,484.64/- in separate Unclaimed/ Unpaid Dividend Account for Financial Year ended 31st March, 2010. The said above amount will be due to transferred to Investors Education and Protection Fund established by the Central Government in the terms of Companies Act, 2013.

The Unpaid Dividends on equity shares paid in October, 2010 will be due for transfer to the fund in November, 2017, investors who have not yet claimed these dividends are requested to contact either the Company's Secretarial Department or R & T Agent.

LISTING OF SHARES:

The Equity Shares of your Company are listed with The Calcutta Stock Exchange Ltd. and earlier it was also traded under permitted category at BSE Limited but later on 08/03/2017 BSE Limited has suspended trading in the share and delisted the Company w.e.f. 31/03/2017.

Listing fees has already been paid to The Calcutta Stock Exchange Ltd. in pursuance to Regulation 14 of the Listing Regulation.

SHARES:

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

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

CODE OF CONDUCT:

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2016-17 forms part of the Governance Report.

REPORTING OF FRAUDS:

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

DIRECTOR'S REPORT (Contd....)

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

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

HUMAN RESOURCES:

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

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

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

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

ADDITIONAL INFORMATION TO SHAREHOLDERS:

All important and pertinent investor information such as Financial Results, Annual Reports etc. are made available on the Company's website i.e. www.adinathbio.com on a regular basis.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

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

DIRECTOR'S REPORT (Contd....)

ACKNOWLEDGEMENT:

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

Regd. Office : 4, Netaji Subhas Road, 1st Floor
Kolkata - 700 00
CIN : L24230WB1982PLC034492
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 05/08/2017

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

**Abhishek Kumar Jain
(Whole-time Director)
(DIN: 00054582)**

**Manoj Kumar Bothra
(Director)
(DIN:00780987)**

Annexure to the Directors' Report

Annexure-I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2017

of

Adinath Bio-labs Ltd.

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L24230WB1982PLC034492
ii)	Registration Date [DDMMYY]	29/01/1982
iii)	Name of the Company	Adinath Bio-Labs Limited
iv)	Category / Sub-Category of the Company	Public Company limited by Shares
v)	Address of the Registered Office and Contact details	4, Netaji Subhas Road, 1 st Floor, Kolkata - 700 001 Phone / Fax: 033 - 2231 5718
vi)	Whether listed Company (Yes / No)	Yes
vii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri(E), Mumbai- 400059 Phone: 022-42270400, 28596060, 28594060 Fax:022-28503748, Email: adroit@vsnl.net Website:www.adroitcorporates.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Commodities and it's allied products	N.A	99.68%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
NONE					

Annexure to the Directors' Report

Annexure-I(contd....)

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

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2016]				No. of Shares held at the end of the year [As on 31/03/2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	56838005	-	56838005	25.75%	56838005	-	56838005	25.75%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
f-i) Director	-	-	-	0.00%	-	-	-	0.00%	0.00%
f-ii) Director Relatives	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (A) (1):-	56838005	-	56838005	25.75%	56838005	-	56838005	25.75%	0.00%
(2) Foreign									
a)NRIs – Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b)Other- Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c)Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d)Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any Other....	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (A) (2):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total shareholding of Promoter (A)(1)+(A)(2)	56838005	-	56838005	25.75%	56838005	-	56838005	25.75%	0.00%
B. Public Shareholding									
1. Institutions	-	-	-	0.00%	-	-	-	0.00%	0.00%
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%

Annexure to the Directors' Report

Annexure-I(contd....)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2016]				No. of Shares held at the end of the year [As on 31/03/2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	32270785	2980000	62070785	28.12%	39328908	29800000	69128908	31.32%	3.20%
ii) Overseas	-	-	-	-	-	-	-	-	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (Previous year Rs.1 lakh)	34401691	21042	34422733	15.60%	3575949	21042	35780451	16.21%	0.61%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh (Previous year Rs.1 lakh)	58707173	6400000	65107173	29.49%	50125196	6400000	56525196	25.61	-3.88%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	4832	-	4832	0.00%	4832	-	4832	0.00%	0.00%
HUFs	-	-	-	0.00%	-	-	-	0.00%	0.00%
NRIs (Non Repat)	2298531	-	2298531	1.04%	2465168	-	2465168	1.12%	0.08%
NRIs (Repat)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	501	-	501	0.00%	0.00%
Sub-total (B)(2):-	127683513	36221042	163904555	74.25%	127683513	36221042	163904555	74.25%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	127683513	36221042	163904555	74.25%	127683513	36221042	163904555	74.25%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	184521518	36221042	220742560	100%	184521518	36221042	220742560	100%	0.00%

(ii) Shareholding of Promoter:

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

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

There is no change in promoter's shareholding during F.Y.2016-17.

Annexure to the Directors' Report

Annexure-I(contd....)

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

Sl. No.	Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Umesh Kumar Thaker	At the beginning of the year	11987683	5.43%	11987683	5.43%
		Changes during the year	No Changes during the year			
		At the End of the year	11987683	5.43%	11987683	5.43%
2	Bhanwari Devi Bhansali	At the beginning of the year	7000000	3.17%	7000000	3.17%
		Changes during the year	No Changes during the year			
		At the End of the year	7000000	3.17%	7000000	3.17%
3	Jai Hind Marmo Private Limited	At the beginning of the year	6861753	3.11%	6861753	3.11%
		Changes during the year	No Changes during the year			
		At the End of the year	6861753	3.11%	6861753	3.11%
4	Exxon Financial Services Limited	At the beginning of the year	6800000	3.08%	6800000	3.08%
		Changes during the year	No Changes during the year			
		At the End of the year	6800000	3.08%	6800000	3.08%
5	Himachal Futuristic Communications Limited	At the beginning of the year	6408000	2.90%	6408000	2.90%
		Changes during the year	No Changes during the year			
		At the End of the year	6408000	2.90%	6408000	2.90%
6	Baldev Singh	At the beginning of the year	6000000	2.72%	6000000	2.72%
		Changes during the year	No Changes during the year			
		At the End of the year	6000000	2.72%	6000000	2.72%
7	Arifbhai Ismailbhai Memon	At the beginning of the year	3177708	1.44%	3177708	1.44%
		Increase in Shares (Purchase of Shares in open market)	2428027	1.10%	5605735	2.54%
		At the End of the year	5605735	2.54%	5605735	2.54%
8	Zipsy Tie-up Services Private Limited	At the beginning of the year	5000000	2.27%	5000000	2.27%
		Changes during the year	No Changes during the year			
		At the End of the year	5000000	2.27%	5000000	2.27%
9	Arav Trading Company Private Limited	At the beginning of the year	5000000	2.27%	5000000	2.27%
		Changes during the year	No Changes during the year			
		At the End of the year	5000000	2.27%	5000000	2.27%
10	Krepton Traders Private Limited	At the beginning of the year	5012486	2.27%	5012486	2.27%
		Changes during the year	No Changes during the year			
		At the End of the year	5012486	2.27%	5012486	2.27%

Annexure to the Directors' Report

Annexure-I (contd....)

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Shareholding of Director Mr. Abhishek Kumar Jain At the beginning of the year At the end of the year	No Director's Share Holding			
2.	Mr. Manoj Kumar Bothra At the beginning of the year At the end of the year				
3.	Mr. JyotiraadityaSingha At the beginning of the year At the end of the year				
4.	Mrs. Chanderkala Devi Lakhota At the beginning of the year At the end of the year				
5.	Mrs. Sharmila Ranabhat At the beginning of the year At the end of the year				
6.	Shareholding of Key Managerial Personnel Mr. Mahesh Purohit (CS) At the beginning of the year At the end of the year				

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

Company was not having any secured loans/unsecured loans and deposits during the financial year 2016-17.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Name of WTD: Mr. Abhishek Kumar Jain		
Sl. No.	Particulars of Remuneration	(Amt in Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	300000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	120000
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission - as % of profit - others, specify...	Nil
5	Others, please specify	Nil
Total (A)		420000
Ceiling as per the Act : As per Schedule V of the Companies Act, 2013		

Annexure to the Directors' Report

Annexure-I (contd....)

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total (Amt in Rs)
		Abhishek Kumar Jain	Manoj Kumar Bothra	Jyotirraditya Singha	Chanderkala Devi Lakhota	Sharmila Ranabhat	
1	Independent Directors						
	Fee for attending Board Committee Meetings	-	9000	5500	-	7500	22000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	-	9000	5500	-	7500	22000
2	Other Non-Executive Directors						
	Fee for attending Board Committee Meetings	-	-	-	7500	-	7500
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	7500	-	7500
Total (B)=(1+2)	-	9000	5500	7500	7500	29500	
Total Managerial Remuneration		29500					
Overall Ceiling as per the Act		<i>(Sitting Fees paid is within the limits specified under the Companies Act, 2013)</i>					

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

(Amt in Rs.)

Sl. No.	Particulars of Remuneration	Rohit Banthia (Resigned w.e.f. 25/04/2016) Company Secretary	Mahesh Purohit (w.e.f. 08/08/2016) Company Secretary
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	77000	140000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total	77000/-	140000/-

Annexure to the Directors' Report

Annexure-I (contd....)

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure - II

**FORM MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Adinath Biolabs Limited
CIN: L24230WB1982PLC034492
4, Netaji Subhas Road, 1st Floor,
Kolkata, West Bengal-700 001

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and as per the explanations given to me the representations made by the management, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2017 ("**Audit Period**") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the applicable provisions of:

- i.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**The Company has not availed any Foreign Direct Investment and External Commercial Borrowings during the Period under review**).
- v.** The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-**(Not applicable during the Audit Period as the company has not made any issue prescribed under Rule 3 of the said Regulations)**;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014-**(Not applicable to the Company during the Audit Period as the Company does not have any Employee Stock Option Scheme and Employee Stock Purchases Scheme under review)**;

Annexure to the Directors' Report

Annexure - II

SECRETARIAL AUDIT REPORT (contd....)

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during audit period as the company has not issued any debt securities under review);**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable during the Audit Period as the Company has not delisted /nor proposed to delist its equity shares from any Stock Exchange(s) under review)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit Period as the company has not bought back/nor proposed to buyback any of its securities under review);**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Other Laws applicable to the Company namely:

The Directors of the Company informed and certified that there are no other laws that are specifically applicable to the company based on their sector/industry. However, they have represented that the company has complied with the provisions of other laws as applicable to following viz. Income Tax Act, 1961, Services Tax Rules, 1994, The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- a) Secretarial Standards issued by 'The Institute of Company Secretaries of India' effective from 01st July, 2015; and
- b) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and its authorised representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no material non-compliances that have come to my knowledge except to the extent as mentioned below:

- During the Audit Period, the Company has not appointed the Chief Financial Officer as Key Managerial Person, pursuant to Section 203 of the Act and Rules made there under. The Management represented that the compliance with the said Section and Rules will be done after the Audit Period.

I further report that:

- 1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors, if any that took place during the period under review were carried out in compliance with the provisions of the Act.

Annexure to the Directors' Report

Annexure - II

SECRETARIAL AUDIT REPORT (contd....)

2. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

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

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

For Veenit Pal & Associates
Company Secretary

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 25/07/2017

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

Appendix-1
(Forming Part of Secretarial Audit Report)

To,
The Members,
Adinath Biolabs Limited
CIN: L24230WB1982PLC034492
4. N. S. Road, 1st Floor,
Kolkata, West Bengal-700 001

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

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

For Veenit Pal & Associates
Company Secretary

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149

Place : Mumbai
Date : 25/07/2017

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

BOARD OF DIRECTORS:

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

As on March 31, 2017, the Board of Directors comprised of five Directors. Out of these, there is one Whole - Time Director, one Non-Executive Director and three are Non-Executive Independent Directors, which includes one Woman Director.

The Non-Executive Directors with their diverse knowledge experience and expertise bring in their independent judgment in the deliberation and decisions of the Board.

BOARD OF INDEPENDENCE:

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

Further, none of the Independent Director is serving more than seven listed companies.

The Company has issued a letter of appointment to all the Independent Directors of the Company.

BOARD MEETINGS:

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

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

The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings.

The Board reviews the performance of the Company.

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

CORPORATE GOVERNANCE (Contd...)

DETAILS OF BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business. During the Financial Year 2016-17, 8 (eight) Board Meetings were held on 26th April, 2016, 25th May 2016, 27th June, 2016, 8th August, 2016, 22th August, 2016, 14th November, 2016, 10th February, 2016 and 27th March, 2017. Time gap between any two meetings was not more than 120 days.

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

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of Other Directorship*	No. of Other Committee Membership**
Mr. Abhishek Kumar Jain (DIN:00054582)	Whole Time Director	8	Yes	4	2
Mr. Manoj Kumar Bothra (DIN: 00780987)	Non-Executive Independent Director	8	Yes	1	2
Mr. Jyotiraaditya Singha (Resigned w.e.f.14/11/2016) (DIN: 02354678)	Non-Executive Independent Director	6	Yes	4	3
Mrs. Chanderkala Devi Lakhotia (DIN: 06904489)	Non-Executive Director	8	No	3	7
Mrs. Sharmila Ranabhat (DIN: 06987476)	Non-Executive Independent Director	8	No	1	2

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

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

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

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

The Board periodically reviews the compliance report of all laws applicable to the Company.

All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all Companies in which they are Directors.

CORPORATE GOVERNANCE (Contd...)

MEETING OF INDEPENDENT DIRECTOR:

As stipulated by the Code of Independent Directors under listing Regulation of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 27.03.2017 to review the performance of Non-Independent Directors, Chairman and the Board as whole.

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

The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee.

The Audit Committee comprises of three Non-Executive Independent Directors.

The Committee has appointed Mr. Manoj Kumar Bothra as the Chairman.

All the members of the Audit Committee are financially literate and possess necessary expertise in finance, accounting, etc.

The Company Secretary acts as the secretary of the Committee.

The Whole time Director attended the meetings of the Audit Committee.

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

The Audit Committee has met four times during the financial year 2016-2017 and not more than 120 days has elapsed between two such Meetings.

The Meetings held on 24/05/2016, 06/08/2016, 12/11/2016 and 09/02/2017.

The Chairman of the Audit Committee was present at the 35th Annual General Meeting of the Company.

The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors.

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

This Committee has the following powers, roles and terms of reference:

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

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommendation for Appointment, Remuneration and Terms of Appointment of Auditors of the Company;

CORPORATE GOVERNANCE (Contd...)

- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries, if any involving estimates based on the exercise of judgment by management;
 - significant adjustments , if any made in the financial statements arising out of audit findings;
 - compliance with accounting Standards ,listing and other legal requirements relating to financial statements;
 - disclosure of related party transactions, if any ;
- Reviewing with the Management, the Quarterly Financial Statements before submission to the Board for approval;
- Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- Scrutiny of Inter-corporate loans and investments, if any;
- Evaluation of Company's Internal Financial Controls and Risk Management Systems;
- Reviewing with the Management about performance of Statutory and Internal auditors, adequacy of the internal control systems;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing the functioning of the Whistle Blower Mechanism;
- Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. The audit committee shall mandatorily review the following information:

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

CORPORATE GOVERNANCE (Contd...)

The details of composition of the Committee and attendance during the year 2016-17 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Manoj Kumar Bothra	Non- Executive Independent Chairman	4	4
Mrs. Sharmila Ranabhat	Non- Executive Independent	4	1
Mrs. Chanderkala Devi Lakhotia	Non- Executive Independent	4	4
Mr. Jyotiraaditya Singha	Non- Executive Independent	4	3

Note: Mr. Jyotiraaditya Singha resigned from Audit committee on 14/11/2016. He attended all the meeting of the committee except 9th Feb, 2017 because of his resignation.

The Quorum for the Committee is any two Directors present.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee's constitution, its role and terms of reference are in compliance with provisions of Section 178 of the Act, Regulation 19 of the Listing Regulations, as amended from time to time.

During the Financial Year 2016-17 two Nomination and Remuneration Committee Meetings was held on 08/08/2016 and 10/02/2017.

Details of composition and attendance at the Nomination and Remuneration Committee are as follow:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Manoj Kumar Bothra	Non- Executive Independent Chairman	2	2
Mrs. Sharmila Ranabhat	Non- Executive Independent	2	2
Mr. Jyotiraaditya Singha	Non- Executive Independent	2	1
Mrs. Chanderkala Devi Lakhotia	Non- Executive Independent	2	1

Note: Mr. Jyotirraditya Singha attended the meeting of 08/08/2016 and resigned on 14-11-2016 and in his place Mrs. Chanderkala Devi lakhotia has been appointed as the member of the Committee w.e.f 14/11/2016.

BRIEF ABOUT REMUNERATION POLICY:

Your Company has formulated a policy on Nomination & Remuneration of Directors and Key Managerial Personnel and the major points relating to Remuneration policy are as under:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Executive and Non-Executive Director and Whole-time Director(s) based on their performance and defined assessment criteria;

CORPORATE GOVERNANCE (Contd...)

- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

At present, no remuneration is paid to Non-Executive /Independents Directors of the Company except sitting fees for attending the Meetings of the Board or Committee thereof.

The remuneration paid to Whole Time Director is decided by the Board of Directors within the limits laid down under the provisions of the Companies Act, 2013 subject to approval of the members, in general meeting.

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

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

REMUNERATION OF WHOTE TIME DIRECTOR:

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

Name of Director	Salary cum Allowances	Stock Option	Other Benefits	Service Contract Tenure
Mr. Abhishek Kumar Jain	Rs. 4,20,000/-	Nil	Nil	3 Years

REMUNERATION OF KEY MANAGERIAL PERSONDIRECTOR:

The details of remuneration of Key Managerial Persons are as under:

(Amt in Rs.)

Name of KMPs	Designation	Salary cum Allowances	Stock Options & Other Benefits
Mr. Rohit Banthia (Resigned: 25/04/2016)	Company Secretary	77,000/-	Nil
Mr. Mahesh Sunderlal Purohit (w.e.f 08/08/2016)	Company Secretary	1,40,000/-	Nil

STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

The Stakeholders Relationship Committee comprises of three members of the Committee, who are Non – Executive and Independent Directors.

The Members of the Committee have appointed Mr. Manoj Kumar Bothra as Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee.

The committee has been constituted to consider and resolves the grievances of the security holders of the Company, including complaints related to transfer of shares, non-receipt of Annual Report and non-receipt of declared dividends. The Company Secretary has also been authorized by the Board of Directors to expedite the process of transfer/transmission of shares. The details of transfer/transmission of shares are placed before the meeting of the Board of Directors on a regular basis.

CORPORATE GOVERNANCE (Contd...)

The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The Committee supervises the mechanism for redressal of investor grievances and ensures cordial relations. The Committee met two times during the year. The Company has designated an exclusive email: **investors@adinathbio.com** for the investors to register their grievances, if any. The Company has also displayed the said email ID on its website for the use of investors.

There was no complaint of Investors pending or unattended as on 31st March, 2017.

During the Financial Year 2016-17 two Stakeholder Relationship Committee Meetings was held on 12/11/2016 and 10/02/2017.

The details of composition of the Committee and attendance during the year 2016-2017 are as under:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Manoj Kumar Bothra	Non- Executive Independent Chairman	2	1
Mrs. Sharmila Ranabhat	Non- Executive Independent	2	2
Mr. Jyotiraditya Singha	Non- Executive Independent	2	1
Mrs. Chanderkala Devi Lakhotia	Non- Executive Independent	2	1

Note: Mr. Jyotiraditya Singha resigned on 14-11-2016 and in his place Mrs. Chanderkala Devi lakhotia has been appointed as the member of the Committee w.e.f 14/11/2016.

EVALUATION OF BOARD'S PERFORMANCE:

During the year, the board has adopted a formal mechanism for evaluating the performance of its Directors as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out by the Independent Directors of the Company through a structured evaluation process covering several aspects of functioning of the Board i.e. attendance, contribution at the meetings and otherwise, independent judgements, safeguarding interest of the minority stakeholders, composition of Board/ Committees, performance of specific duties and obligation by members of the board etc. The Board of Directors expressed its satisfaction with the evaluation process. The Independent Director met on 27th March, 2017 during the financial year 2016-17.

BOARD DIVERSITY POLICY:

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

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

RISK MANAGEMENT COMMITTEE:

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

During the year, one Meeting of the Risk Management Committee was held on 27th March, 2017.

CORPORATE GOVERNANCE (Contd...)

The Composition of the Risk Management Committee and details of the Meetings attended by its members are given below.

Name of Director	Executive/ Non-Executive/ Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Manoj Kumar Bothra	Non- Executive Independent / Chairman	1	1
Mrs. Sharmila Ranabhat	Non- Executive Independent	1	1
Mrs. Chanderkala Devi Lakhotia	Non- Executive Independent	1	1

GENERAL BODY MEETING:

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

Year	Address	Date	Day	Time
2015-2016 AGM	Celesta Hotel, RAA-43/2, Raghunathpur, VIP Road, Kolkata- 700 059	26/09/2016	Monday	03:00 P.M.
2014-2015 AGM	Orbit Hotel, RB- 29, Raghunathpur, VIP Road, Kolkata- 700 059	28/09/2015	Monday	10:00 A.M.
2013-2014 AGM	Hotel Rose Vally, RB- 29, Raghunathpur, VIP Road, Kolkata- 700 059	25/08/2014	Monday	10:00 A.M.

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

In the Annual General Meeting held on 26thSeptember, 2016, all the resolutions were adopted through Poll/Postal Ballot or by Electronic Voting. The members have the options to vote either by physical ballot or e- voting.

PREVENTION OF INSIDER TRADING:

The company has framed and implemented a code of prevention of Insider Trading in accordance with the code prescribed by SEBI (Prohibition of Insider Trading) Regulation, 2015. The code is applicable to all Directors, Senior Management and Designated Employees.

CODE OF CONDUCT:

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

FAMILIARISATION PROGRAM:

The Company familiarizes not only the Independent Director but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, operations of the Company, etc. They are also informed of the important policies of the Company, including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading in securities by insiders, etc. the particular of familiarization program for Independent Director can be accessed through the website of the company www.adinathbio.com

CORPORATE GOVERNANCE (Contd...)

DISCLOSURE:

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

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

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

The guidelines/ Accounting Standards lay down by the Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the company in all material respects. The Company does not have any subsidiary.

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

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

SECRETARIAL AUDIT:

A Practicing Company Secretary carried out Secretarial Audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital. The Secretarial Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

MEANS OF COMMUNICATION:

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

The quarterly results as well as the proceedings of the AGM / EGM are submitted to The Calcutta Stock Exchange Limited and BSE Limited immediately after conclusion of the respective Meeting.

The Company is in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc. The information is also made available to the investors on the Company website www.adinathbio.com.

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 Service Private Limited, Mumbai. Shares lodged for transfer at the Registrar's address are normally processed and approved by the Share transfer cum Stake Holders Grievances Committee on fortnight basis. All requests for dematerialization of Shares are processed and the confirmation is given to the Depositories within 15 days. Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

CORPORATE GOVERNANCE (Contd...)

NOMINATION:

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

INCOME TAX PAN MANDATORY FOR TRANSFER OF SECURITIES:

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

DEMATERIALISATION OF SHARES:

83.59% (approx) of Total Equity Share Capital i.e. 184521518 is held in dematerialization form with NSDL & CDSL as at 31st March, 2017. Members can hold shares in electronic form and trade the same in depository system. However they may hold the same in physical form also.

WHOLE TIME DIRECTOR CERTIFICATION:

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

GENERAL SHARE HOLDER INFORMATION:

1.	Compliance Officer	Mr. Mahesh Sunderlal Purohit 4, Netaji Subhas Road 1 st Floor, Kolkata – 700001
2.	Annual General Meeting	36 th AGM
a)	Date & Time	Monday, 20 th September, 2017 at 11.30 A.M.
b)	Venue	O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052
c)	Dividend	No dividend has been recommended by the Board of Directors for the F.Y 2016-17
d)	Financial Calendar	1 st April to 31 st March
e)	Quarterly Results	First Quarter – within 45 days from the end of first quarter Second Quarter – within 45 days from the end of second quarter Third Quarter – within 45 days from the end of third quarter Fourth Quarter – within 60 days from the end of financial year
f)	Date of Book Clousure	14/09/2016 to 20 /09/2017
g)	Listing on Stock Exchanges	The Calcutta Stock Exchange Ltd. (Listing fees have been paid to CSE for the F.Y 2016-17)
h)	Stock Code	10012130 (CSE)
i)	Demat ISIN in NSDL & CDSL for equity shares	INE129D01039

CORPORATE GOVERNANCE(Contd...)

j)	Registrar and Share Transfer Agent (For Physical & Demat Segment)	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E) Mumbai – 400059 Tel.: 022-4227 0400/2589 6060/2859 4060 Fax: 022-28503748 Email:adroits@vsnl.net Website: www.adroitcorporates.com		
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.)	Volume (No. of Shares)
	April- 2016	0.23	0.19	29,825
	May -2016	0.20	0.19	22,282
	June- 2016	0.20	0.19	2,813
	July-2016	0.21	0.19	64,333
	August-2016	0.23	0.19	1,70,431
	September- 2016	0.22	0.19	59,952
	October-2016	0.24	0.24	1,36,867
	November- 2016	0.27	0.21	71,758
	December-2016	0.27	0.27	91,597
	January-2017	0.28	0.23	46,589
	February-2017	0.33	0.33	26,72,017
	March-2017	0.35	0.30	2,30,847

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

DISTRIBUTION OF SHAREHOLDINGS AS ON 31/03/2017

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	6	56838005	25.75
Other Bodies Corporate	107	69128908	31.31
Individual / Others	5907	94775647	42.94
Total	6020	220742560	100

Distribution of Shareholdings as on 31/03/2017

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	1977	32.84	456601	0.21
501 – 1000	1084	18.01	1023837	0.46
1001 – 2000	728	12.09	1274304	0.58
2001 – 3000	365	6.06	1003471	0.45
3001 – 4000	181	3.01	674843	0.31
4001 – 5000	400	6.64	1965734	0.89
5001 – 10,000	510	8.47	4272038	1.94
10001 & Above	775	12.87	210041732	95.16
Total	6020	100.00	220742560	100.00

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

CORPORATE GOVERNANCE (Contd...)

DECLARATION CODE OF CONDUCT

This is to confirm that the company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel in compliance with Listing Regulations 26(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulation, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the Senior Management Personnel of the Company have complied with the code of conduct in respect of the financial year ended 31.03.2017.

Regd. Office : 4, Netaji Subhas Road, 1st Floor
Kolkata – 700 00
CIN : L24230WB1982PLC034492
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 05/08/2017

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

**Abhishek Kumar Jain
(Whole-time Director)
(DIN: 00054582)**

Whole Time Director Certification

To the Board of Directors of Adinath Bio-Labs Limited

I, the undersigned, in my capacity as Whole Time Director of **Adinath Bio-Labs Limited**, to the best of my knowledge and belief certify that;

- (1) I have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2017 and that to the best of my knowledge and belief, I state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standard, applicable laws and regulations.
- (2) I further state that, to the best of my knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2017, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (3) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
- (4) I have indicated, to the Auditors and the Audit Committee:
 - (i) that there have been no significant changes in internal control over financial reporting during the year;
 - (ii) that there have been no significant changes in accounting policies during the year; and
 - (iii) that there have been no instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

**Regd. Office : 4, Netaji Subhas Road, 1st Floor
Kolkata – 700 00**
CIN : L24230WB1982PLC034492
Email : investors@adinathbio.com
Website : www.adinathbio.com
Date : 05/08/2017

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

**Abhishek Kumar Jain
(Whole-time Director)
(DIN: 00054582)**

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Adinath Bio-Labs Limited

We have examined the compliance of conditions of Corporate Governance by Adinath Bio-Labs Limited ("the Company") for the year ended on 31st March, 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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

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

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

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

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

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2017, to the extent possible and as applicable to it.

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

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

Place : Mumbai
Date : 05/08/2017

Ashok Kumar Katial
(Partner)
M.No:09096

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

ECONOMIC SCENARIO:

Since the onset of global financial crisis, global economy is still struggling to revive the growth at a healthy rate. A large number of political and economic disturbances, volatility in commodity prices and general uncertainty have impacted business environment across the globe and recovery pace in both mature and emerging markets. Indian growth story overwhelmed the well-known Global slowdown and grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18. The World Bank, also considered the Indian economy will likely grow at 7 per cent in 2016-17, followed by further acceleration to 7.6 per cent in 2017-18 and 7.8 per cent in 2018-19. Infrastructure spending should improve the business environment and attract FDI. Moderate inflation and a civil service pay hike should enhance real incomes and consumption, helped by good harvests after favorable monsoon. A benefit of 'demonetization' in the medium run may ease liquidity in the banking system, leading to lower lending rates and boost economic activity.

MARKET ENVIRONMENT:

With mass population and powerful purchasing power, India is amongst one of the fastest growing consumer market and expected to be the strongest economy in the world in upcoming days. Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. According to the Union budget 2017 the agriculture sector in India employs more than 90 million people and contributes 15.4 percent gross value addition (GVA) to the Indian economy. Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and use of information technology are some of the key trends in the agriculture industry.

Adinath Bio-labs Limited is engaged in the trading in agriculture commodities and its allied products and dealing other concern activities with an excellent track record of growth in the Indian domestic market. The Company adherence to strong business ethics and transparent corporate policies, with a stable political environment, this is probably the most conducive period for a steady pace of implementation of policy reforms.

REVIEW OF OPERATION:

The Company operates mainly in Indian Market. The management of Adinath Bio-Labs Limited presents the analysis of performance of the Company for the Financial Year 2016-2017 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments. The Company has managed to maintain a growth trajectory in its financial performance in the current year.

During the year under review, the Company achieved the total revenue of Rs. 55,99,586/-

Outlook for 2017-18, Your Company is planning to develop business through diversification mixed with sustain efforts in the present business line. The Board is hopeful for achieving good income & profitability in years to come.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT(Contd...)

BUSINESS SEGMENT:

During the year, the Company is into the business of trading in agriculture commodities and its allied products and also dealing other concern activities.

OPPORTUNITIES:

Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and using information technology are some of the key trends in the agriculture industry.

The Indian Agriculture sector witnessed a major restructuring as a result of the implementation of some progressive policies by the government. The total allocation for the rural, agriculture and allied sectors in 2017-18 is Rs 1,87,223 crore, which is 24% higher than the previous year. Given the importance of the agriculture sector, the government has already taken steps to address two major factors (soil and water) critical to improve agriculture production and effective steps have also been taken to enhance the set targets in the form of 'Paramparagat Krishi Vikas Yojana', 'Pradhanmantri Gram Sinchai Yojana' and 'Per Drop More Crop' continued support to MGNREGS and the creation of a unified national agriculture market to boost the incomes of farmers. Besides this the government realised the need for insuring the risk of crop failures and launched 'Prime Minister Fasal Bima Yojana (PMFBY)' to provide crop insurance to the farmers. According to the release by the Ministry of Agriculture in December 2016, around 3.67 crores farmers have been covered during the Kharif season in 2016-17, an increase of 18.6 percent from the corresponding period in 2015-16. The coverage of Fasal Bima Yojana will be increased from 30% of cropped area in 2016-17 to 40% in 2017-18 and 50% in 2018-19. For 2017-18, provided a sum of Rs.9000/- crore. This is considered to be a satisfactory progress. However, the majority of the beneficiaries are the farmers, who have taken loans. The necessary steps are required to bring the other farmers, who have not taken loans, under PMFBY due to their exposure to greater financial risk. To less the uncertainty of farmers Government will set up new mini labs in Krishi Vigyan Kendras (KVKs) and ensure 100% coverage of all 648 KVKs in the Country. In addition of Rs 20,000 crore to the corpus of Long Term Irrigation Fund.

THREATS, RISK AND CONCERN:

The crisis has produced a wide-ranging yet differentiated impact across the globe which includes economic slowdown and contraction in world trade. Risk in slowdown of economic and adverse condition of market can affect the performance of the company in an unhealthy manner. In particular, the decline in the performance of the global and Indian economies can reduce demand.

Commodity futures and derivatives market have a crucial role to play in the price risk management process, especially in agriculture. However, they have been utilized in a very limited scale in India. Agricultural Commodity futures are market-based instruments for managing risks and they help in orderly establishment of efficient agricultural markets. Future markets are used to hedge commodity price risks. They also serve as a low cost, highly efficient and transparent mechanism for discovering prices in the future by providing a forum for exchanging information about supply and demand conditions.

The hedging and price discovery functions of future markets promote more efficient production, storage, marketing and agro-processing operations and help in improvement in overall agricultural marketing performance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd...)

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

HUMAN RESOURCES:

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

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

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

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

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

DISCLOSURE OF ACCOUNTING TREATMENT

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

DISCUSSION OF FINANCIAL PERFORMANCE

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

(Amt.In Rs.)

Particulars	2016-17	2015-16	2014-15
Profit Before Tax	5599586	9971773	14231913
Profit After Tax	207298	1437143	1650017
Earning Per Share (EPS)	0.01	0.01	0.01

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.

INDEPENDENT AUDITORS' REPORT

To The Members Adinath Bio-Labs Limited

Report on the Financial Statements:

We have audited the accompanying financial statements of **Adinath Bio-Labs Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the 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 Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit.

In conducting our Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, read together with the Note No. 19 (Other Notes to the Accounts) of the financial statements, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

INDEPENDENT AUDITORS' REPORT (Contd...)

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations as at the reporting date which would impact its financial Position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of account maintained by the company and as produced to us by the management.

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

Place : Mumbai
Date : 26/05/2017

Ashok Kumar Katial
(Partner)
M.No:09096

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

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

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the Fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us, there are no immovable properties owned by the Company under Fixed Assets. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- (ii) As informed to us, Inventories have been physically verified by the Management at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clauses 3 (iii) (a) to (C) of paragraph 3 of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Companies Act, 2013 or given guarantees or securities in connection with the loan taken by such persons. The Company has complied with the provisions of Section 186 of the Act, in respect of investments made in earlier years and long term loans and advances given to other parties, outstanding at the year-end, except that such advances are given interest free.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.
- (vii) In respect of its statutory dues:
- (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues, were outstanding as 31st March, 2017 for a period of more than six months from the date they became payable except Income Tax dues upto 31st March, 2016 amounting to Rs.11, 66,078/- , provision of which is duly made in the accounts.

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

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

Name of the Statute	Nature of Dues	Period to which it relates	Amt in Rs.	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y.:2009-10	9436620	CIT (Appeal)
Income Tax Act, 1961	Income Tax	A.Y.:2010-11	17776100	CIT (Appeal)
Income Tax Act, 1961	Income Tax	A.Y.:2011-12	20858490	CIT (Appeal)
Income Tax Act, 1961	Income Tax	A.Y.:2012-13	7281237	CIT (Appeal)
Income Tax Act, 1961	Income Tax	A.Y.:2013-14	10017800	CIT (Appeal)
Income Tax Act, 1961	Income Tax	A.Y.:2014-15	8986010	CIT (Appeal)

- (viii) The Company has not raised loans from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our Opinion, the company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- (xiv) During the year under review the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.

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

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934.

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

Place : Mumbai
Date : 26/05/2017

Ashok Kumar Katial
(Partner)
M.No:09096

“Annexure B” to the Independent Auditors’ Report

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

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

We have audited the internal financial controls over financial reporting **Adinath Bio-Labs Limited** (“the Company”) as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

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

Auditor’s Responsibility:

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

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

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

Meaning of Internal Financial Controls over Financial Reporting:

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

“Annexure B” to the Independent Auditors’ Report (Contd...)

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Place : Mumbai
Date : 26/05/2017**

**Ashok Kumar Katial
(Partner)
M.No:09096**

Balance Sheet as at 31st March, 2017

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
		Amt in Rs.	Amt in Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	220,742,560	220,742,560
(b) Reserves and Surplus	3	72,468,882	72,261,584
		293,211,442	293,004,144
2 Non-Current Liabilities			
(a) Deferred Tax Liabilities	4	136,478	145,738
		136,478	145,738
3 Current Liabilities			
(a) Other Current Liabilities	5	392,235	596,947
(b) Short-Term Provisions	6	1,264,078	1,166,078
		1,656,313	1,763,025
TOTAL		295,004,233	294,912,907
B ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	4,419,117	5,563,897
(ii) Capital Work In Progress		18,656,065	18,656,065
(b) Non-Current Investments	8	7,330,200	5,575,000
(c) Long-Term Loans and Advances	9	157,544,644	157,544,644
(d) Other Non Current Assets	10	100,586,124	100,586,124
		288,536,150	287,925,730
2 Current Assets			
(a) Trade Receivables	11	6,204,269	6,204,269
(b) Cash and Cash Equivalents	12	263,814	782,908
		6,468,083	6,987,177
TOTAL		295,004,233	294,912,907
Significant Accounting Policies	1		
Notes to the Financial Statements	2 to 19		
As per our report of even date attached For Mohindra Arora & Co. (Chartered Accountants) (FRNo:006551N)		For and on behalf of the Board of Directors For Adinath Bio-Labs Limited	
Ashok Kumar Katial (Partner) M.No :: 09096		Abhishek Kumar Jain (Whole Time Director) (DIN:00054582)	Chanderkala Devi Lakhotia (Director) (DIN:06904489)
Place :: Mumbai Date :: 26/05/2017		Mahesh Sunderlal Purohit (Company Secretary)	Manoj Kumar Bothra (Director) (DIN:00780987)

Statement of Profit and Loss for the year ended 31st March, 2017

Particulars		Note No.	For the year ended	For the year ended
			31st March, 2017	31st March, 2016
			Amt in Rs.	Amt in Rs.
I	Revenue from Operations (Gross)	13	5,581,586	8,053,213
II	Other Income	14	18,000	1,918,560
III	Total revenue (I+II)		5,599,586	9,971,773
IV	Expenses			
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	15	-	-
	Employee Benefits Expenses	16	1,807,355	1,985,929
	Depreciation and Amortisation Expenses	17	1,144,780	1,607,640
	Other Expenses	18	2,351,413	3,341,928
	Total Expenses		5,303,548	6,935,497
V	Profit before tax (III-IV)		296,038	3,036,276
VI	Tax Expenses::			
	(1) Current Tax		98,000	786,000
	(2) Deferred tax		-9,260	-74,220
	(3) Tax in respect of earlier years		-	887,353
			88,740	1,599,133
VII	Profit for the Period(V-VI)		207,298	1,437,143
VIII	Earnings per Equity Share (FV of Re.1/- each)			
	(a) Basic		0.001	0.007
	(b) Diluted		0.001	0.007
Significant Accounting Policies		1		
Notes to the Financial Statements		2 to 19		
As per our report of even date attached		For and on behalf of the Board of Directors		
For Mohindra Arora & Co.		For Adinath Bio-Labs Limited		
(Chartered Accountants)				
(FRNo:006551N)				
Ashok Kumar Katial		Abhishek Kumar Jain	Chanderkala Devi Lakhotia	
(Partner)		(Whole Time Director)	(Director)	
M.No :: 09096		(DIN:00054582)	(DIN:06904489)	
Place : Mumbai		Mahesh Sunderlal Purohit	Manoj Kumar Bothra	
Date :: 26/05/2017		(Company Secretary)	(Director)	
			(DIN:00780987)	

Cash Flow Statement for the year ended 31st March, 2017

PARTICULARS		For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Amt in Rs.	Amt in Rs.
(A)	Cash Flow From Operating Activities		
	Net Profit before Tax	296,038	3,036,276
	Adjustments for :-		
	Profit on Sale of Investments	18,000	1,918,560
	Depreciation and Amortisation Expenses	1,144,780	1,607,640
	Operating Profit Before Working Capital Changes	1,422,818	2,725,356
	Adjustments for :-		
	Trade Receivables	-	-1,720,538
	Long-Term Loans and Advances	-	-28,180,000
	Other Non Current Assets	-	2,444,857
	Other Current Liabilities	-204,712	-230,309
	Cash Generated From Operations	1,218,106	-24,960,634
	Payment of Tax	-	1,076,353
	Net Cash Out Flow From Operating Activities (A)	1,218,106	-26,036,987
(B)	Cash Flow From Investing Activities		
	Sale of Investments	-1,755,200	23,982,000
	Profit on Sale of Investments	18,000	1,918,560
	Purchases of Fixed Assets	-	-78,245
	Net Cash Inflow From Investing Activities (B)	-1,737,200	25,822,315
(C)	Cash Flow From Financing Activities	NIL	NIL
	Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	-519,094	-214,672
	Cash & Cash Equivalents as at Beginning of the year	782,908	997,580
	Cash & Cash Equivalents as at end of the year	263,814	782,908
As per our report of even date attached For Mohindra Arora & Co. (Chartered Accountants) (FRNo:006551N)		For and on behalf of the Board of Directors For Adinath Bio-Labs Ltd	
Ashok Kumar Katial (Partner)		Abhishek Kumar Jain (Whole Time Director) (DIN:00054582)	Chanderkala Devi Lakhotia (Director) (DIN:06904489)
Place :: Mumbai Date :: 26/05/2017		Mahesh Sunderlal Purohit (Company Secretary)	Manoj Kumar Bothra (Director) (DIN:00780987)

Notes to the Financial Statements for the year ended 31st March, 2017

NOTE:-1

SIGNIFICANT ACCOUNTING POLICIES:

A. Basis for preparation of Accounts:

- The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the applicable mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013/Companies Act, 1956 (“the Act”), as applicable.
- The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.
- The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
- Based on the nature of the activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.
- All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

B. Use of Estimates:

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

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

- Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any. Costs comprised purchase consideration and other directly attributable costs for bringing the assets to their working condition for the intended use.
- Depreciation on Fixed Assets is provided block-wise on written down value method (WDV) on pro rata basis as per rates prescribed in Schedule II to the Companies Act, 2013, with respect to the month of addition.

D. 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.

Notes to the Financial Statements for the year ended 31st March, 2017

NOTE:-1

SIGNIFICANT ACCOUNTING POLICIES:

E. Investments:

- Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.
- Long Term Investments are valued at Cost unless stated otherwise. 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.
- Current Investments are carried at lower of cost and fair value.

F. Provision for Current and Deferred Tax:

Tax expense comprises Current tax and deferred tax.

- 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 carry forward losses, allowances and exemptions.
- 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.
- 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.
- 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.

G. Employee Benefits:

- All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.
- Since numbers of employee employed by the Company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees’ Provident Funds and Miscellaneous Provisions Act, Payment of Bonus Act, Employees’ State Insurance Act. Payment of Gratuity Act, 1972 and all other allied Labor Acts or laws or any other rules and regulations relating to Employees are not applicable to the Company.
- The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the Company at the year end. As such, they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, No such payment of any retirement benefits have been made during the year.

Notes to the Financial Statements for the year ended 31st March, 2017

NOTE:-1

SIGNIFICANT ACCOUNTING POLICIES:

H. Cash Flow Statement:

Cash flows are reported using the indirect method set out in Accounting Standard-3 (AS-3) on Cash Flow Statements, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and balances in Current Accounts with Banks.

I. Impairment of Assets:

- 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.
- 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.
- In the opinion of the management, there is no impairment of assets as on Balance Sheet date.

J. Provisions, Contingent Liabilities and Contingent Assets:

- 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.
- In the opinion of the management, there are no contingent liabilities as on Balance Sheet date other than mentioned in Note no 19 in respect of Income Tax matter and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-2		
SHARE CAPITAL		
AUTHORISED		
225,100,000 (P.Y : 225,100,000)Equity Shares of Re. 1/- each	225,100,000	225,100,000
ISSUED, SUBSCRIBED & PAID UP		
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.	11,987,683	11,987,683
% Holdings	5.43%	5.43%
Sandip Laxmanbhai Bhamani		
In Nos.	-	11,768,273
% Holdings	-	5.33%

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-3		
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	2,958,579	2,958,579
Closing Balance	2,958,579	2,958,579
Surplus in Statement of Profit and Loss		
Opening balance as per last Balance Sheet	39,395,598	37,958,455
Add :: Profit for the year	207,298	1,437,143
Closing Balance	39,602,896	39,395,598
TOTAL	72,468,882	72,261,584
NOTE :-4		
DEFERRED TAX LIABILITIES		
Difference between book and tax Depreciation	136,478	145,738
TOTAL	136,478	145,738
NOTE :-5		
OTHER CURRENT LIABILITIES		
Audit Fees Payable	74,750	74,425
Other Expenses Payable	64,000	146,000
Unpaid Dividend	253,485	376,522
TOTAL	392,235	596,947
NOTE :-6		
SHORT TERM PROVISIONS		
Provision for Taxation	1,264,078	1,166,078
TOTAL	1,264,078	1,166,078

Notes to the Financial Statements for the year ended 31st March, 2017

NOTE :-7

FIXED ASSETS

Amt in Rs.

TANGIBLE ASSETS	GROSS BLOCK			DEPRECIATION		NET BLOCK		
	As At 1st April,2016	Additions/ Deductions	As At 31st March,2017	As At 1st April,2016	For the Year	As At 31st March,2017	As At 31st March,2017	As At 31st March,2016
Plant & Equipment's	15,510,710	-	15,510,710	11,837,768	782,375	12,620,143	2,890,567	3,672,942
Computers & Accessories	11,577,818	-	11,577,818	10,998,927	-	10,998,927	578,891	578,891
Computers -End Uses Devices	78,245	-	78,245	33,952	27,974	61,926	16,319	44,293
Furniture & Fixtures	7,312,338	-	7,312,338	6,224,831	334,431	6,559,262	753,076	1,087,507
Office Equipment's	3,605,283	-	3,605,283	3,425,019	-	3,425,019	180,264	180,264
TOTAL RS.	38,084,394	-	38,084,394	32,520,497	1,144,780	33,665,277	4,419,117	5,563,897
Previous Year	38,006,149	78,245	38,084,394	30,912,857	1,607,640	32,520,497	5,563,897	-
Capital Work In Progress	18,656,065	-	18,656,065	-	-	-	18,656,065	18,656,065

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-8		
NON-CURRENT INVESTMENTS		
Non-Trade investments (Long Term, 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
400,000 (P.Y : 55,000) Equity shares of First Mark Trade & Advisors Ltd of Rs. 10/- each, fully paid-up#	6,200,000	2,750,000
100,520 (P.Y : Nil Equity Shares of Jinprabhu Infrastructure Developments Ltd of Rs. 10/- each, fully paid-up.#	1,005,200	-
# Suspended from Trading in Stock Exchange(s)where the Shares are listed		
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
TOTAL	7,330,200	5,575,000
Aggregate amount of Quoted Investment		
- Cost	7,330,200	2,875,000
- Market Value	N.A	N.A
Aggregate amount of Unquoted Investment	-	2,700,000

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-9		
LONG TERM LOANS AND ADVANCES (Unsecured, Considered good for recovery by the Management)		
Security Deposit	72,000	72,000
Others	157,472,644	157,472,644
TOTAL	157,544,644	157,544,644
NOTE :-10		
OTHER NON -CURRENT ASSETS (Unsecured, Considered good for recovery by the Management)		
Long Term Trade Receivables	68,547,859	68,547,859
INVENTORIES (As taken, Valued & Certified by the Management)		
Finished Goods /Stock -In Trade(At lower of Cost or Net realizable value)	32,038,265	32,038,265
TOTAL	100,586,124	100,586,124
NOTE :-11		
TRADE RECEIVABLES (Unsecured, Considered good)		
Outstanding for a period More Than Six months from the date they are due for pay	6,204,269	6,204,269
TOTAL	6,204,269	6,204,269
NOTE :-12		
CASH AND CASH EQUIVALENTS (As Certified by the Management)		
Balance with Banks		
-In Current Accounts	-	10,226
-Unclaimed/Unpaid Dividend A/c	253,485	376,522
Cash on Hand	10,329	396,160
TOTAL	263,814	782,908

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-13		
REVENUE FROM OPERATION(GROSS)		
Income from Trading in Commodities and its allied products	5,581,586	8,053,213
TOTAL	5,581,586	8,053,213
NOTE :-14		
OTHER INCOME		
Profit on Sale of Investment	18,000	1,918,560
TOTAL	18,000	1,918,560
NOTE :-15		
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	32,038,265
	32,038,265	32,038,265
Inventories at the beginning of the year		
Finished Goods /Stock -In Trade	32,038,265	32,038,265
	32,038,265	32,038,265
Net	-	-
NOTE :-16		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	1,658,388	1,844,000
Staff Welfare Expenses	148,967	141,929
TOTAL	1,807,355	1,985,929
NOTE :-17		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation and amortisation for the year on tangible assets	1,144,780	1,607,640
TOTAL	1,144,780	1,607,640

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amt in Rs.	Amt in Rs.
NOTE :-18		
OTHER EXPENSES		
Advertisement Expenses	68,936	72,035
AGM Expenses	25,500	26,209
Auditors Remuneration	74,750	74,425
Bank Charges	-	427
Books & Periodicals	51,385	109,962
Conveyance & Travelling	248,975	382,348
Directors Remuneration	420,000	420,000
Directors Sitting Fees	29,500	25,500
Filing Fees	19,200	13,300
General Expenses	130,766	703,394
Listing Fees	45,850	29,495
Office Maintenance Expenses	134,306	266,033
Postage & Courier	120,966	173,554
Printing & Stationary	79,700	196,677
Professional Fees	163,800	210,300
R&T and Dmat Charges	286,572	227,691
Rent	218,376	209,812
Repair & Maintenance	94,027	124,275
Telephone Expenses	138,804	76,491
TOTAL	2,351,413	3,341,928

Notes to the Financial Statements for the year ended 31st March, 2017

OTHER NOTES TO THE ACCOUNTS:

• **Earnings per Share:**

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

Particulars	2016-17	2015-16
Net Profit for the year attributable to the equity shareholders (Rs.)	2,07,298	14,37,143
Number of equity shares outstanding (in Nos.)	22,07,42,560	22,07,42,560
Basic and diluted earnings per share (F.V. of Re.1 each)(Rs.)	0.001	0.007

- The Company has one reportable business segments i.e. Trading in Commodities and its allied product. The Company operates mainly in Indian market and there are no reportable geographical segments.
- There were no contracts or arrangements made with related parties during the year under review.
- The Key Managerial Personnel are the Whole Time Director, Company Secretary cum Compliance Officer, whose names are mentioned in the Corporate Governance Report.
- 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 ,unless otherwise stated elsewhere in other notes.
- During the financial year 2016-17, there are not any transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.
- Certain Debit Balances as stated in the financial statements are being subject to confirmation and reconciliation thereof, and the same have been taken as per the balances appearing in the books. The consequent necessary adjustments, either of a revenue nature or otherwise, if any, will be made, as and when these accounts are reconciled and confirmed.
- The Company had made the Long Term Investments in certain companies in earlier years including this year also. Presently, these companies are either delisted / suspended from trading in recognized stock exchanges. Keeping in view the long term business potential, the management estimates that the diminution in their values is temporary in nature and provision, if any required to be made for permanent diminution in their value will be made in forthcoming period.
- The quantity of Long Term Investments is subject to physical verification. However, the management represented that all the scrip's are in the name of the Company.
- The Company has Long Term Loans and Advances and Long Term Trade Receivables which are outstanding for a considerable period of time and considered good for recovery by the management. The management ensured that the Company has been continuously persuading to settle the amount /recovered the receivables, accordingly no provision is being considered by the management.
- The company is in the process of disposal/selling in the forthcoming period its old,slow –moving, unmoved, unusable stock –in hand of Traded Goods . As such, the management has not considered any diminution in the value of inventories.

Notes to the Financial Statements for the year ended 31st March, 2017

OTHER NOTES TO THE ACCOUNTS:

- 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. 9,260/- (P.Y Rs. 74,220/-) on account of difference between Book and Tax Depreciation. Accordingly, the said item has been credited to the Statement of Profit & Loss of the year under report.
- Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.

Payment to Auditors (Including Service Tax):

(Amt in Rs.)

Particulars	2016-17	2015-16
(A) Statutory Audit Fees	57,270	57,270
(B) Tax Audit Fees	5,705	5,705
(C) Certification Fees	11,775	11,450
Total	74,750	74,425

Disclosure on Specified Bank Notes (SBNs):

In accordance with MCA notification G.S.R. 308(E) dated March 30, 2017 details of Specific Bank Notes (SBN) and Other Denomination Notes (ODN) held and transacted during the period from November 8, 2016 to December 30, 2016 is given below:

(Amt in Rs.)

Particulars	Specified Bank Notes	Other denomination notes	Total
Closing cash on hand as on November 8,2016	Nil	95,256/-	95,256/-
(+) Permitted Receipts	Nil	Nil	Nil
(-) Permitted Payments	Nil	95,256/-	95,256/-
(-) Amount deposited in Banks	Nil	Nil	Nil
Closing cash on hand as on December 30,2016	Nil	Nil	Nil

Explanation: For the purposes of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

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

Notes to the Financial Statements for the year ended 31st March, 2017

OTHER NOTES TO THE ACCOUNTS:

- The figures appearing in the Financial Statements have been rounded off to nearest rupee.
- Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Notes referred to above form an integral part of Financial Statements

**As per our report of even date attached
For Mohindra Arora & Co.
(Chartered Accountants)
(FRN: 006551N)**

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

**Ashok Kumar Katial
(Partner)
M. No : 09096**

**Abhishek Kumar Jain
(Whole Time Director)
(DIN: 00054582)**

**Chanderkala Devi
Lakhotia (Director)
(DIN: 06904489)**

**Place : Mumbai
Date : 26/05/2017**

**Mahesh Sunderlal Purohit
(Company Secretary)**

**Manoj Kumar Bothra
(Director)
(DIN: 00780987)**

ADINATH BIO-LABS LIMITED

CIN: L24230WB1982PLC034492

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

Email: investors@adinathbio.com Website: www.adinathbio.com

ATTENDANCE SLIP

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

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

I/ We hereby record my/our presence at the 36thAnnual General Meeting of the Members of Adinath Bio-Labs Limited will be held on Wednesday, 20th September, 2017 at 11.30 A.M. at O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052.

Member's / Proxy's name In Block Letters

Member's / Proxy's Signature

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

Form No. MGT-11**FORM OF PROXY**

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

ADINATH BIO-LABS LIMITED

CIN: L24230WB1982PLC034492

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

Email: investors@adinathbio.com Website: www.adinathbio.com

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

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

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 36th Annual General Meeting of the Members of Adinath Bio-Labs Limited will be held on Wednesday, 20th September, 2017 at 11.30 A.M. at O2, VIP Hotel, VIP Road, Kaikhali Kolkata- 700052 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this _____ day of _____ 2017

Affix a revenue stamp

Signature of the proxy holder_____
Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**

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

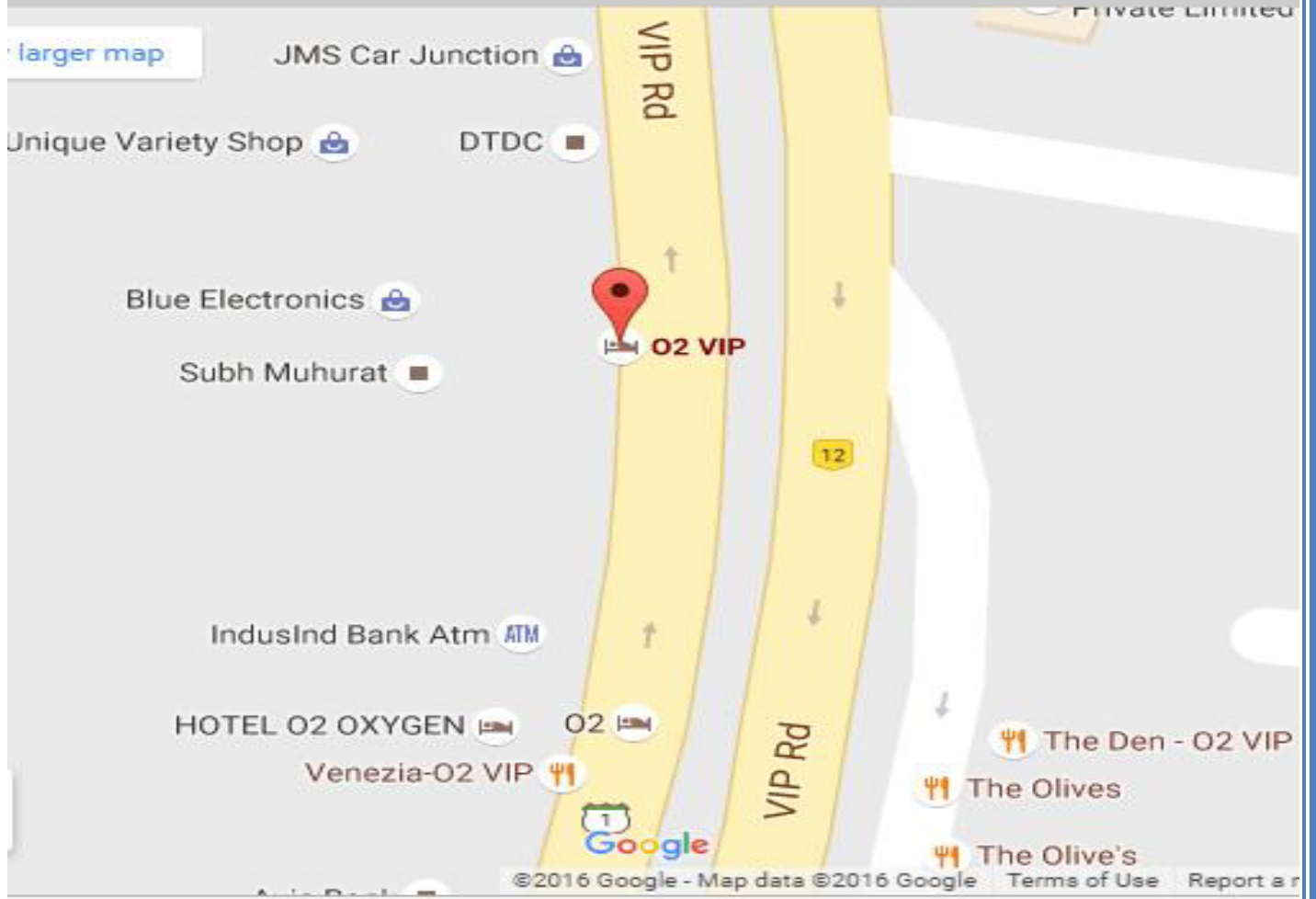
**I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
Ordinary Business		
Adoption of Audited Financial Statement for the year ended 31/03/2017 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
Re-appointment of Mrs. Chanderkala Devi Lakhota who retires by rotation (Ordinary Resolution)		
Ratification of Appointment of Statutory Auditors and fixing their Remuneration (Ordinary Resolution)		
Special Business		
Re-appointment of Mr. Abhishek Kumar Jain, as a Whole Time Director for a period of five years (Ordinary Resolution)		

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

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions and Notes, please refer to the Notice the 36th Annual General Meeting.
- (3) **This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.

Route Map to Venue of AGM



To,

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ADINATH BIO-LABS LIMITED

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