
ORTIN LABORATORIES LIMITED

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Shareholders of Ortin Laboratories Limited will be held on Saturday, 29th day of September, 2018 at 11:30 a.m. at the Registered Office of the Company at D. No: 3-4-512/35 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad-500027, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. S. Mohan Krishna Murthy (DIN: 00540705) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. S. Balaji Venkateswarlu (DIN: 02010148) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. J. R. K. PANDURANGA RAO (DIN: 00294746) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J. R. K. Panduranga Rao (DIN: 00294746), Director of the Company whose term expires on 31.03.2019 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

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5. RE-APPOINTMENT OF MR. K. PRADYUMNA TEJA (DIN: 03074013) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K. Pradyumna Teja (DIN: 03074013), Director of the Company whose term expires on 31.03.2019 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

6. RE-APPOINTMENT OF MR. T. SESHAGIRI (DIN: 06715818) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T. Seshagiri (DIN: 06715818), Director of the Company whose term expires on 31.03.2019 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

7. RE-APPOINTMENT OF MR. B. GOPAL REDDY (DIN: 06716560) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B. Gopal Reddy (DIN: 06716560), Director of the Company whose term expires on 31.03.2019 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

8. APPOINTMENT OF MRS. T. UMA SANGEETHA (DIN: 08120320) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mrs. T. Uma Sangeetha holding (DIN: 08120320) who was appointed as additional director by the Board of Directors in the meeting held on 27.04.2018 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company and who holds office until the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. T. Uma Sangeetha as a candidate for the office of a director of the company who meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the company, not liable to retire by rotation, to hold office for one year upto 26.04.2019.

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

9. RE-APPOINTMENT AND REVISION OF REMUNERATION OF S. MURALI KRISHNA MURTHY (DIN: 00540632) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and if, thought fit to pass with or without modification(s), the

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following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. S. Murali Krishna Murthy as Managing Director of the Company for a period of three years with effect from 27.01.2019 to 26.01.2022 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. S. Murali Krishna Murthy, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

10. RE-APPOINTMENT AND REVISION OF REMUNERATION OF G. VENKATA RAMANA (DIN: 00031873) AS JOINT MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. G. Venkata Ramana as Joint Managing Director of the Company for a period of one year with effect

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from 01.11.2018 to 30.10.2019 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. G. Venkata Ramana, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act , 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

11. RE-APPOINTMENT AND REVISION OF REMUNERATION OF S. MOHAN KRISHNA MURTHY (DIN: 00540632) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. S. Mohan Krishna Murthy as Whole-Time Director of the Company for a period of three years with effect from 01.04.2018 to 31.03.2021 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

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“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. S. Mohan Krishna Murthy, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

12. RE-APPOINTMENT AND REVISION OF REMUNERATION OF S. BALAJI VENKATESWARLU (DIN: 02010148) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. S. Balaji Venkateswarlu as Whole-Time Director of the Company for a period of three years with effect from 01.04.2018 to 31.03.2021 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. S. Balaji Venkateswarlu, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

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“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

13. RE-APPOINTMENT AND REVISION OF REMUNERATION OF S. SRINIVASA KUMAR (DIN: 02010272) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. S. Srinivasa Kumar as Whole-Time Director of the Company for a period of three years with effect from 01.04.2018 to 31.03.2021 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. S. Srinivasa Kumar, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

14. RE-APPOINTMENT AND REVISION OF REMUNERATION OF B. SATYANARAYANA RAJU (DIN: 02697880) AS WHOLE-TIME DIRECTOR CUM CFO OF THE COMPANY:

To consider and if, thought fit to pass with or without modification(s), the

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following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. B. Satyanarayana Raju as Whole-Time Director of the Company for a period of one year with effect from 01.04.2018 to 31.03.2019 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. B. Satyanarayana Raju, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

15. RATIFICATION OF APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2018-2019:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), consent of the Members be and is here by accorded for ratification of appointment of M/s. KJU & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended

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31st March, 2019 on a remuneration of Rs. 50,000(Rupees fifty thousand only)plus out of pocket expenses and applicable taxes.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

**For and on behalf of the Board of
For Ortin Laboratories Limited**

Sd/-

**S. Murali Krishna Murthy
Managing Director
DIN: 00540632**

**Place: Hyderabad
Date: 14.08.2018**

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2018, to 29.09.2018 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Recent regulations require submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form

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are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/s. Karvy Computershare Private Limited.**, Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
15. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.ortinlabsindia.com for their download. The physical copies of the aforesaid documents will also be available at the

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Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@ortinlabsindia.com

16. Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the Act read with the rules thereunder and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 31st Annual General Meeting scheduled to be held Saturday the 29th of September, 2018 at 11:30 a.m. at D. No: 3-4-512/35 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad – 500027, Telangana

The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting: **From 26.09.2018 at 9:00 a.m.**

End of e-voting: **Up to 28.09.2018 at 5:00 p.m.**

The cut-off date (i.e. the record date) for the purpose of e-voting is 22.09.2018.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 14.08.2018 for the AGM scheduled to be held on 29.09.2018 at 11.30 a.m. at D. No: 3-4-512/35 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad- 500027, Telanganawhich is enclosed herewith and is also made available on the website of the Company www.ortinlabsindia.com. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Karvy for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the 31st Annual General Meeting of the Company dated 14.08.2018.

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Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed above / provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the “Event” i.e. Ortin Laboratories Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR” , partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding.

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- viii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate /FIs /Flls/Trust/Mutual Funds/Company's, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ssrfcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No."
- B. In case of Members receiving the Notice by post:
 - 1. Please use the User ID and initial password as provided above.
 - 2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C. The e- voting period commences on 26.09.2018 at 09.00 A.M and ends on 28.09.2018 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- E. Mr. Vivek Surana, Practicing Company Secretary (PCS) has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is ssrfcs@gmail.com.
- F. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.
- G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 29.09.2018 and the resolution will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.
- H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.ortinlabsindia.com) and on Karvy's

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website (<https://evoting.karvy.com>) within 48 hours of completion of voting.

- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 22.09.2018. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies who have cast their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.
- H. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. P. Nageswara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : einward.ris@karvy.com, Phone : 040-67162222.
- I. Members who have acquired shares after the dispatch of the Notice and before the Cutoff date may obtain the user ID by approaching Mr. P. Nageswara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.
- 17. In terms of Companies Act, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2018-19, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2010-11 to the IEPF if any, within a period of thirty days of such amounts becoming due. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
- 18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 22.09.2018.
- 19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

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20. Relevant documents referred to in the accompanying Notice, are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
21. SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
22. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board of
For Ortin Laboratories Limited**

**Sd/-
S. Murali Krishna Murthy
Managing Director
DIN: 00540632**

**Place: Hyderabad
Date: 14.08.2018**

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EXPLANATORY STATEMENT [Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.4:

Mr. JRK Panduranga Rao is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 30.09.2006. Mr. JRK Panduranga Rao is the Chairman Stakeholders Relationship Committee and a member of Nomination and Remuneration Committee and Audit Committee of the Board of Directors of the Company.

Mr. JRK Panduranga Rao has done M. Pharma. He is a Retired Joint Drugs controller, AP. He is having around 40 years of experience in the industry.

Mr. JRK Panduranga Rao's term as an Independent Director of the company ends on 31.03.2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr.JRK Panduranga Rao being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr.JRK Panduranga Rao as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr.JRK Panduranga Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.JRK Panduranga Rao as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.JRK Panduranga Rao as an Independent Director, for the approval by the shareholders of the Company.

Except Mr.JRK Panduranga Rao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO.5:

Mr. K. Pradyumna Teja is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 14.06.2010. Mr. K. Pradyumna Teja is the Chairman of the Audit Committee and a member of Stakeholders Relationship Committee and Nomination and Remuneration

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Committee and of the Board of Directors of the Company.

Mr. K. Pradyumna Teja is a Chartered Accountant, having around 24 years of experience.

Mr. K. Pradyumna Teja's term as an Independent Director of the company ends on 31.03.2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. K. Pradyumna Teja being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr.K. Pradyumna Teja as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. K. Pradyumna Teja fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.K. Pradyumna Teja as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. K. Pradyumna Teja as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. K. Pradyumna Teja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO.6:

Mr. T. Seshagiri is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 01.06.2014. Mr. T. Seshagiri is the Chairman of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. T. Seshagiri is has done B. Pharma. He is a Retired Deputy Drugs Controller Technical.

Mr. T. Seshagiri's term as an Independent Director of the company ends on 31.03.2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. T. Seshagiri being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr. T. Seshagiri as a candidate for the

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office of Director of the Company.

In the opinion of the Board, Mr. T. Seshagiri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. T. Seshagiri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. T. Seshagiri as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. T. Seshagiri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO.7:

Mr. B. Gopal Reddy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 01.06.2014. However as per Companies Act, 2013 the appointment of Directors who have attained the age of 70 years shall be subject to the approval of the Shareholders by passing the special resolution. Hence the board of Directors have commended the resolution no.7 for your approval by passing the special resolution.

Mr. B. Gopal Reddy is a Doctor by Profession and is Retired Joint Director of Medical and Health Services, Government of A.P.

Mr. B. Gopal Reddy's term as an Independent Director of the company ends on 31.03.2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. B. Gopal Reddy being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2024. A notice has been received from a member proposing Mr. B. Gopal Reddy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. B. Gopal Reddy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.

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B. Gopal Reddy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. B. Gopal Reddy as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. B. Gopal Reddy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

ITEM NO.8:

Mrs. T. Uma Sangeetha was appointed as Additional Director on 27.04.2018, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive & Independent'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, proposing the candidature of Mrs. T. Uma Sangeetha for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. T. Uma Sangeetha as 'Independent Director' for a term of one year up to 26.04.2019, and pass the resolution set out at Item No. 9. The appointment of Mrs. T. Uma Sangeetha is required to be made in compliance with the provisions of Section 160 of the Companies Act, 2013.

In the opinion of the Board, Mrs. T. Uma Sangeetha fulfils the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

Except Mrs. T. Uma Sangeetha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

ITEM NO.9:

S. Murali Krishna Murthy (DIN: 00540632) earlier was appointed as Managing Director of the Company for a period of 3 years from 27.01.2016 to 26.01.2019 at the 29th Annual General Meeting held on 30.09.2016.

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Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of S. Murali Krishna Murthy (DIN: 00540632) as Managing Director of the with Company for a term of three years commencing from 27.01.2019 to 26.01.2022 with a remuneration of Rs. 45,000 per month.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 9.

Save and except S. Murali Krishna Murthy Managing Director, being an appointee S. Mohan Krishna Murthy, Whole-Time Director, S. Balaji Venkateswarlu Whole-Time Director and Mr. S. Srinivasa Kumar, Whole-Time Director being, his relatives, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

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II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details: Mr. S. Murali Krishna Murthy started a Pharma . Distribution Business in the year 1978 along with his other partners with a very meager investment. He has developed the business of the firm to multi folds within a span of 10yrs. He has graduated in .Science from Nagarjuna University. He has an experience of 35yrs in Pharma Business.
2	Past Remuneration: The remuneration drawn by Mr. S. Murali Krishna Murthy, Managing Director Rs. 45,000 per month.
3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Keeping the past record of Mr. S. Murali Krishna Murthy in mind and his contribution towards the Company, it is proposed to re-appoint him as Managing Director of the Company.
5	Remuneration proposed: As set out in the resolutions for the item No.9 the remuneration to Mr. S. Murali Krishna Murthy, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors.
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. S. Murali Krishna Murthy and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,43,475 Equity Shares of the Company.

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III. OTHER INFORMATION:

1	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

ITEM NO.10:

Gaddam Venkata Ramana (DIN: 00031873) earlier was appointed as Joint Managing Director of the Company for a period of 3 years from 01.11.2015 to 30.10.2018 at the 29th Annual General Meeting held on 30.09.2016.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of Gaddam Venkata Ramana (DIN: 00031873) as Joint Managing Director of the with Company for a term of one year commencing from 01.11.2018 to 31.10.2019 with a remuneration of Rs. 165083.33 per month.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 10.

Save and except Gaddam Venkata Ramana (DIN: 00031873) Joint Managing Director, being an appointee none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

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I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details:Mr. G.Venkata Ramana is Joint Managing Director of the Company and aged about 50yrs. He is a Post Graduate in Chemistry. He has an experience of 20 Yrs in Pharma Industry.
2	Past Remuneration: The remuneration drawn by Mr. G. Venkata Ramana, Managing Director is Rs. 165083 per month
3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Keeping the past record of Mr. G.Venkata Ramana in mind and his contribution towards the Company, it is proposed to re-appoint him as Managing Director of the Company.
5	Remuneration proposed: As set out in the resolutions for the item No.10 the remuneration to Mr. G. Venkata Ramana, Joint Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors.

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6	<p>Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</p> <p>Taking into consideration of the size of the Company, the profile of Mr. G. Venkata Ramana and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.</p>
7	<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</p> <p>Besides the remuneration proposed, he is holding 8,18,409 Equity Shares of the Company.</p>

III. OTHER INFORMATION:

1	<p>Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.</p>
2	<p>Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.</p>
3	<p>Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.</p>

ITEM NO.11:

S. Mohan Krishna Murthy (DIN: 00540705) earlier was appointed as Whole-Time Director of the Company for a period of 3 years from 01.04.2015 to 31.03.2018 at the 28th Annual General Meeting held on 30.09.2015.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of S. Mohan Krishna Murthy (DIN: 00540705) as Whole-Time Director of the with Company for a term of three years commencing from 01.04.2018 to 31.03.2021 with a remuneration of Rs. 23750 per month.

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The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 11.

Save and except S. Mohan Krishna Murthy Whole-Time Director, being an appointee and S. Murali Krishna Murthy, Managing Director, S. Balaji Venkateswarlu Whole-Time Director and Mr. S. Srinivasa Kumar, Whole-Time Director being his relatives, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details: Sri S.Mohan Krishna Murthy is aged about 59yrs, is an undergraduate and he is the Director of the company. He has an experience of 35yrs in Pharma Business. He is the Incharge of the Financial aspects of the company
2	Past Remuneration: The remuneration drawn by S. Mohan Krishna Murthy (DIN: 00540705), Managing Director is Rs. 23750 per month.
3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Keeping the past record of Mr. S. Mohan Krishna Murthy in mind and his contribution towards the Company, it is proposed to re-appoint him as Managing Director of the Company.

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5	Remuneration proposed: As set out in the resolutions for the item No.11 the remuneration to Mr. S. Mohan Krishna Murthy, Whole-Time Director has the approval of the Nomination and Remuneration Committee and Board of Directors.
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. S. Mohan Krishna Murthy and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 35,816 Equity Shares of the Company.

III. OTHER INFORMATION:

1	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

ITEM NO.12:

S. Balaji Venkateswarlu (DIN: 02010148) earlier was appointed as Whole-Time Director of the Company for a period of 3 years from 01.04.2015 to 31.03.2018 at the 28th Annual General Meeting held on 30.09.2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of S. Balaji Venkateswarlu (DIN:

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02010148) as Whole-Time Director of the with Company for a term of three years commencing from 01.04.2018 to 31.03.2021 with a remuneration of Rs. 45,000 per month.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 12.

Save and except S. Balaji Venkateswarlu Whole-Time Director, being an appointee, Mr. Mohan Krishna Murthy Whole-Time Director, S. Murali Krishna Murthy, Managing Director, and Mr. S. Srinivasa Kumar, Whole-Time Director being his relatives none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details: Sri Balaji Venkateswarlu is aged about 49yrs, is an undergraduate and he is the Director of the company. He has an experience of 28yrs in Pharma Business. He looks after the marketing of pharmaceuticals and developed a good distribution network.
2	Past Remuneration: The remuneration drawn by S. Balaji Venkateswarlu (DIN: 02010148), Whole-Time Director is Rs. 45,000 per month.

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3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Based on the contribution made by S. Balaji Venkateswarlu towards the Company, it is proposed to re-appoint him as the Whole-Time Director of the Company.
5	Remuneration proposed: As set out in the resolutions for the item No.12 the remuneration to Mr. S. Balaji Venkateswarlu, Whole-Time Director has the approval of the Nomination and Remuneration Committee and Board of Directors.
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. S. Balaji Venkateswarlu and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,57,827 Equity Shares of the Company.

III. OTHER INFORMATION:

1	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

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ITEM NO.13:

S. Srinivasa Kumar (DIN: 02010272) earlier was appointed as Whole-Time Director of the Company for a period of 3 years from 01.04.2015 to 31.03.2018 at the 28th Annual General Meeting held on 30.09.2015.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of S. Srinivasa Kumar (DIN: 02010272) as Whole-Time Director of the with Company for a term of three years commencing from 01.04.2018 to 31.03.2021 with a remuneration of Rs. 45,000 per month.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 13.

Save and except S. Srinivasa Kumar (DIN: 02010272) Whole-Time Director, being an appointee S. Balaji Venkateswarlu Whole-Time Director, Mr. Mohan Krishna Murthy Whole-Time Director and S. Murali Krishna Murthy, Managing Director being his relatives none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

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II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details: Sri S.Srinivas Kumar is aged about 46yrs, is an undergraduate and he is the Director of the company. He has an experience of 23yrs in Pharma Business.
2	Past Remuneration: The remuneration drawn by S. Srinivasa Kumar (DIN: 02010272), Whole-Time Director is Rs. 45,000 per month.
3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Based on the contribution made by S. Srinivasa Kumar towards the Company, it is proposed to re-appoint him as the Whole-Time Director of the Company.
5	Remuneration proposed: As set out in the resolutions for the item No.13 the remuneration to Mr. S. Srinivasa Kumar (DIN: 02010272), Whole-Time Director has the approval of the Nomination and Remuneration Committee and Board of Directors.
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. S. Srinivasa Kumar (DIN: 02010272) and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 2,46,723 Equity Shares of the Company.

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III. OTHER INFORMATION:

1	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

ITEM NO.14:

B. Satyanarayana Raju (DIN: 02697880) earlier was appointed as Whole-Time Director and CFO of the Company for a period of 3 years from 01.04.2015 to 31.03.2018 at the 28th Annual General Meeting held on 30.09.2015.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.02.2018, approved the re-appointment of B. Satyanarayana Raju (DIN: 02697880) as Whole-Time Director and CFO of the with Company for a term of one year commencing from 01.04.2018 to 31.03.2019 with a remuneration of Rs. 1,25,000 per month.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 14.

Save and except B. Satyanarayana Raju (DIN: 02697880) Whole-Time Director and CFO, being an appointee none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

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I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry			
2	Date or expected date of commencement of commercial: The Company started its commercial operations on 27.10.1986			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)	2015-16 (Rs. in lakhs)
	Turnover	8107.52	6707.64	6351.89
	Net profit/loss after Tax	67.92	50.32	83.38
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background Details: Sri Bh Satyanarayana Raju is Director of the Company and aged about 68yrs. He retired from Govt. He has good experience in Administration and Finance.
2	Past Remuneration: The remuneration drawn by B. Satyanarayana Raju (DIN: 02697880), Whole-Time Director is Rs. 1,25,000 per month.
3	Recognition or awards : Not Applicable
4	Job Profile and his suitability: Based on the contribution made by B. Satyanarayana Raju towards the Company, it is proposed to re-appoint him as the Whole-Time Director of the Company.
5	Remuneration proposed: As set out in the resolutions for the item No.14 the remuneration to Mr. B. Satyanarayana Raju (DIN: 02697880), Whole-Time Director and CFO has the approval of the Nomination and Remuneration Committee and Board of Directors.

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6	<p>Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</p> <p>Taking into consideration of the size of the Company, the profile of Mr. B. Satyanarayana Raju (DIN: 02697880) and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.</p>
7	<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</p> <p>Besides the remuneration proposed, he is holding 496130 Equity Shares of the Company.</p>

III. OTHER INFORMATION:

1	<p>Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.</p>
2	<p>Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.</p>
3	<p>Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.</p>

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ITEM NO. 15

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. KJU & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2019 to conduct the audit of cost records and fixed their remuneration at Rs. 50,000/- (Rupees fifty thousand only) plus out of pocket expenses and applicable taxes etc.

As per the provisions of Section 148 of the Act read with the Companies Act, 2013 and as per the Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at resolution No.15 of the Notice for appointment and ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors / Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of shares held by them.

**For and on behalf of the Board of
For Ortin Laboratories Limited**

Sd/-
S. Murali Krishna Murthy
Managing Director
DIN: 00540632

Place: Hyderabad
Date: 14.08.2018