

## NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of Ortin Laboratories Limited will be held on Monday, 30th day of September, 2019 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, 2019, 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. Srinivasa Kumar (DIN:02010272) 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. APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-2020:

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 appointment of M/s. KJU & Associates (Registration No.000474), Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2020 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.”

#### 5. REAPPOINTMENT OF MR. 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 (DIN: 00031873) as Joint Managing Director of the Company for a period of three years with effect from 01.11.2019 to 31.10.2022 at a remuneration upto Rs. 2,50,000 p.m. and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“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 be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**6. REAPPOINTMENT OF MR. 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 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 (DIN: 02697880) Whole-time Director cum CFO of the Company for a period of three years w.e.f. 01.04.2019 to 31.03.2022 at a remuneration upto Rs. 1,75,000 p.m. and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“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 (DIN: 02697880), 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 be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**7. REAPPOINTMENT 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and Schedule IV 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, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. T. Uma Sangeetha whose current period of office expired on 26th April, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 27th April 2019 to 26th April, 2024.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**8. CONTINUATION OF MR. J. R. K. PANDURANGA RAO (DIN: 00294746) AS AN INDEPENDENT DIRECTOR:**

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to continue the term of Mr. J.R.K. Panduranga Rao, who has exceeded the age of 75 years and who was re-appointed as Independent Non-Executive Director by passing special resolution in the AGM held on 29.09.2018 to hold office for five consecutive years from 01.04.2019 to 31.03.2024 and his appointment as independent director w.e.f. 30.09.2018 pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 is hereby ratified.’

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**9. CONTINUATION OF MR. 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 following resolution as Special 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, approval of the Members of the Company be and is hereby accorded for continuation of holding of office by Mr. B. Satyanarayana Raju Whole-Time Director cum CFO who will be attaining the age of 70 (Seventy) years on 29th May, 2020 upto the expiry of his present term of office, on the existing terms and conditions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

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

Sd/-

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

Place : Hyderabad  
Date : 14.08.2019

## 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 21.09.2019 to 30.09.2019 (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. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend, if any. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat

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

10. 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.
11. 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 Fintech Private Limited, Share Transfer Agents of the Company for their doing the needful.
12. 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.
13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2018-2019 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 2018-2019 is being sent in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website [www.ortinlabsindia.com](http://www.ortinlabsindia.com) for their download. The physical copies of the aforesaid documents will also be available at the 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](mailto:info@ortinlabsindia.com)
17. **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 32nd Annual General Meeting scheduled to be held on Monday 30th day of September, 2019 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 Fintech Private Limited (“Karvy”) as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN
	Existing ID	Existing Password

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

Commencement of e-voting: **From 27.09.2019 at 9.00 a.m.**

End of e-voting: **Up to 29.09.2019 at 5.00 p.m.**

**The cut-off date (i.e. the record date) for the purpose of e-voting is 20.09.2019.**

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 14.08.2019 for the AGM scheduled to be held on 30.09.2019 at 11:30 A.M. which is enclosed herewith and is also made available on the website of the Company ([www.ortinlabsindia.com](http://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 32nd Annual General Meeting of the Company dated 14.08.2019.

#### Procedure and instructions for e-voting

- A. Members who received the Notice through e-mail from Karvy:
- 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 existing User ID and password for casting your vote:

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.
  - 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 /FII/Trust/Mutual Funds/Companies, 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: viveksurana24@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 27.09.2019 at 09.00 A.M and ends on 29.09.2019 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. M/s Vivek Surana & Associates, Practicing Company Secretaries (PCS) have 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.
- 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 30.09.2019 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](http://www.ortinlabsindia.com)) and on Karvy's 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 20.09.2019. 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.
  - K. 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](mailto: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](mailto:einward.ris@karvy.com), Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.
19. 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 2019-20, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2011-12 to the IEPF 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.
20. 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 (record date) of 20.09.2019.
21. 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.
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.

23. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Companies 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

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

Sd/-

**S. Murali Krishna Murthy**

Managing Director

DIN: 00540632

Place : Hyderabad

Date : 14.08.2019

### **EXPLANATORY STATEMENT**

Pursuant to Section 102(1) of the Companies Act, 2013

#### **ITEM NO 4:**

#### **APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-2020:**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. KJU & Associates (Registration No.000474), Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2020 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 approved by the shareholders of the Company.

Accordingly the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 4 of the notice for appointment and remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors/ Key Managerial Personnel and their relatives of the Company is, in any way, concerned or interested, financially or otherwise in the above said Resolution.

**ITEM NO 5:****REAPPOINTMENT OF MR. G. VENKATA RAMANA (DIN: 00031873) AS JOINT MANAGING DIRECTOR OF THE COMPANY:**

Mr. G. Venkata Ramana (DIN: 00031873) was appointed as Joint Managing Director of the Company for a period of 1 year from 01.11.2018 to 31.10.2019 at the 31st Annual General Meeting held on 29.09.2018.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 14.08.2019, approved the re-appointment of Mr. G. Venkata Ramana (DIN: 00031873) as Joint Managing Director of the Company for a term of three years commencing from 01.11.2019 to 31.10.2022 with a remuneration upto Rs. 2,50,000 p.m.

Accordingly the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 5 of the notice for reappointment of Mr. G. Venkata Ramana.

Save and except Mr. G. Venkata Ramana Joint Managing Director (DIN: 00031873), 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****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

<b>Particulars</b>	<b>2018-19 (Rs. in lakhs)</b>	<b>2017-18 (Rs. in lakhs)</b>	<b>2016-17 (Rs. in lakhs)</b>
Turnover	16788.98	8107.52	6707.64
Net profit after Tax	128.00	67.92	50.32

- 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 21 Years in Pharma Industry.
2. Past Remuneration: The remuneration drawn by Mr. G. Venkata Ramana, Joint Managing Director is Rs.2,12,264 per month at present.

3. Recognition or awards : -- Nil
4. Job Profile and his suitability:  
Keeping the past record of Mr. G.Venkata Ramanain mind and his contribution towards the Company, it is proposed to re-appoint him as Joint Managing Director of the Company.
5. Remuneration proposed:  
As set out in the resolutions for the item No.5 the remuneration to Mr. G. Venkata Ramana, Joint Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors, is within the limits specified under Schedule V of Companies Act.
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. G. Venkata Ramana and the responsibilities shouldered by 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, he is holding 8,18,409 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 up front 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 6

#### **REAPPOINTMENT OF MR. B. SATYANARAYANA RAJU (DIN: 02697880) AS WHOLE-TIME DIRECTOR CUM CFO OF THE COMPANY:**

Mr. B. Satyanarayana Raju (DIN: 02697880) was appointed as Whole-time Director cum CFO of the Company for a period of 1 year from 01.04.2018 to 31.03.2019 at the 31st Annual General Meeting held on 29.09.2018.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of

Directors, approved the re-appointment of Mr. B. Satyanarayana Raju (DIN: 02697880) as Whole-time Director cum CFO of the Company for a term of three years commencing from 01.04.2019 to 31.03.2022 with a remuneration upto Rs. 1,75,000 p.m.

Accordingly the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 6 of the notice for reappointment of Mr. B. Satyanarayana Raju.

Save and except Mr. B. Satyanarayana Raju Whole-time Director cum CFO(DIN: 02697880), 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

#### 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	2018-19 (Rs. in lakhs)	2017-18 (Rs. in lakhs)	2016-17 (Rs. in lakhs)
Turnover	16788.98	8107.52	6707.64
Net profit after Tax	128.00	67.92	50.32

- 5 Foreign investments or collaborations, if any: Not Applicable

#### II. INFORMATION ABOUT THE APPOINTEE

1. Background Details: Mr. B. Satyanarayana Raju Whole-time Director cum CFO of the Company and aged about 69 years. He retired from Govt. He has good experience in Administration and Finance.
2. Past Remuneration: The remuneration drawn by Mr. B. Satyanarayana Raju Whole-time Director cum CFO is Rs.1,75,000 per month at present.
3. Recognition or awards : -- NA
4. Job Profile and his suitability:  
Based on the contribution made by Mr. 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.6 the remuneration to Mr. B. Satyanarayana Raju

Whole-time Director cum CFO has the approval of the Nomination and Remuneration Committee and Board of Directors, is within the limits specified under Schedule V of Companies Act.

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. B. Satyanarayana Raju 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, he is holding 4,96,130 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 up front 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 7

#### **REAPPOINTMENT OF MRS. T. UMA SANGEETHA (DIN: 08120320) AS INDEPENDENT DIRECTOR OF THE COMPANY**

Mrs. T. Uma Sangeetha (DIN: 08120320) was appointed as Independent Director of the Company for a period of 1 year from 27.04.2018 to 26.04.2019 at the 31st Annual General Meeting held on 29.09.2018.

Mrs. T. Uma Sangeetha's term as an Independent Director of the company ended on 26.04.2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. T. Uma Sangeetha being eligible and offering herself for re-appointment as an Independent Director for five consecutive years w.e.f. 27.04.2019 to 26.04.2024. The Company has received a notice from a member under Section 160 of the Companies Act 2013 for appointment of Mrs. T. Uma Sangeetha for the office of Director in Independent category.

In the opinion of the Board, Mrs. T. Uma Sangeetha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. T. Uma Sangeetha as an Independent Director.

Accordingly the Board of Directors recommends the passing of the above resolution as Special Resolution set out in the item no. 7 of the notice for appointment of Mrs. T. Uma Sangeetha.

Save and except Mrs. T. Uma Sangeetha Independent 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.

#### **ITEM NO 8:**

#### **CONTINUATION OF CURRENT TERM OF MR. J. R. K. PANDURANGA RAO (DIN: 00294746) AS AN INDEPENDENT DIRECTOR**

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 requires appointment or continuance of any person as Non-Executive Director of a listed Company who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution.

Mr. J. R. K. Panduranga Rao (DIN: 00294746), Independent Non-Executive Director of the Company has joined the Board of Directors of the Company on 30.09.2006. Pursuant to Section 149 (11) of the Companies Act, 2013, Mr. J. R. K. Panduranga Rao was re-appointed as an Independent Non-Executive Director in the Annual General Meeting held on 29.09.2018 to hold office for five consecutive years from 01.04.2019 to 31.03.2024. Though, Mr. J. R. K. Panduranga Rao can hold office under the erstwhile resolution, his continuation of appointment as Independent – Non-executive Director requires special resolution to be passed in terms of SEBI LODR (Amendment) Regulations, 2018 since he has attained the age of 75 years and his appointment as independent director w.e.f. 30.09.2018 pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure

Requirements) (Amendment) Regulations, 2018 requires ratification from the members. Hence the approval of members is sought for the same.

Accordingly the Board of Directors recommends the passing of the above resolution as Special Resolution set out in the item no. 8 of the notice for continuation of Mr. J. R. K. Panduranga Rao.

Save and except Mr. J. R. K. Panduranga Rao Independent Director, 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.

**ITEM NO 9:**

**CONTINUATION OF MR. B. SATYANARAYANA RAJU (DIN: 02697880) AS WHOLE-TIME DIRECTOR CUM CFO OF THE COMPANY**

Mr. B. Satyanarayana Raju, Whole-Time Director cum CFO will be attaining the age of 70 years on 29th May 2019. The Company seeks consent of the members by way of special resolution for continuation of him as Whole-Time Director cum CFO even after attaining the age of 70 years during his tenure of Office under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

Accordingly the Board of Directors recommends the passing of the above resolution as Special Resolution set out in the item no. 9 of the notice for continuation of Mr. B. Satyanarayana Raju.

Save and except Mr. B. Satyanarayana Raju Whole-time Director cum CFO (DIN: 02697880), 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.

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

Sd/-

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

Place : Hyderabad  
Date : 14.08.2019