

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of Ortin Laboratories Limited will be held on Tuesday, 29th day of December, 2020 at 11:30 A.M. through Video Conferencing/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, 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. Bh. Satyanarayana Raju (DIN:02697880) 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 2020-21:

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, 2021 on a remuneration of Rs.40,000/- (Rupees forty 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. S. MOHAN KRISHNA MURTHY (DIN: 00540705) 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 (DIN: 00540705) as Whole-time Director of the Company for a period of three years with effect from 01.04.2021 to 31.03.2024 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. 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 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. S. SRINIVAS 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. Srinivas Kumar(DIN: 02010272) as Whole-time Director of the Company for a period of three years with effect from 01.04.2021 to 31.03.2024 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. S. Srinivas 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 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. APPOINTMENT OF MR. MURALI KRISHNA RAYAPROLU 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 Sections 149, 152 of the Companies Act, 2013 and Rules made their under, Mr. Murali Krishna Rayaprolu (DIN: 08928502) who was appointed as 'Additional Director' on 23.10.2020 and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting would have been held, whichever is earlier 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 Mr. Murali Krishna Rayaprolu as a candidate for the office of a Director of the Company who meets the 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 a term of 5 (Five) consecutive years commencing from 23.10.2020 to 22.10.2025.

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.

8. APPOINTMENT OF MS. POTTUR SUJATHA 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 Sections 149, 152 of the Companies Act, 2013 and Rules made their under, Ms. Pottur Sujatha (DIN: 08979645) who was appointed as 'Additional Director' on 05.12.2020 and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting would have been held, whichever is earlier 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 Ms. Pottur Sujatha as a candidate for the office of a Director of the Company who meets the 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 a term of 5 (Five) consecutive years commencing from 05.12.2020 to 04.12.2025.



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.

Place: Hyderabad
Date: 05.12.2020

For and on behalf of the Board of
For Ortin Laboratories Limited
Sd/-
S. Murali Krishna Murthy
Managing Director
DIN: 00540632

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment / re-appointment are given as under:-

Name of the Director	Mr. S.Srinivas Kumar	Mr. Bh. Satyanarayana Raju	Mr. S. Mohan Krishna Murthy	Mr. Murali Krishna Rayaprolu	Ms. Pottur Sujatha
Date of Birth	01.07.1965	25.05.1950	18.09.1952	10.08.1959	22.06.1974
Qualification	S.S.C	Graduate	SSC	Graduate	Graduate
Expertise in specific functional areas	Distribution network	Administration and Finance	Administration	Finance	Administration
Names of Listed entities in which the person also holds the directorship and the membership of Committees of the board	-	-	-	-	-
Shareholding of non-executive directors.	-	-	-	-	-
No. of Shares held in the Company	2,46,723 Equity Shares of the Company	4,96,130 Equity Shares of the Company	35,816 Equity Shares of the Company	--	--
Inter relationship with any Director	Related to Mr. S. Murali Krishna Murthy, Mr. S. Balaji Venkateswarlu and Mr. S. Mohan Krishna Murthy	-	Related to Mr.S. Murali Krishna Murthy, Mr. S. Balaji Venkateswarlu and Mr. S.Srinivas Kumar	--	-

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

Sd/-

S. Murali Krishna Murthy

Managing Director

DIN: 00540632

Place: Hyderabad

Date: 05.12.2020

NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the AGM of the Company is being held through VC / OAVM.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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 23rd December, 2020 to 29th December, 2020 (including both days).
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. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. KFIN Technologies Private Limited.)
6. 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. KFIN Technologies Private Limited, Share Transfer Agents of the Company for their doing the needful.
7. 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.
8. 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.

9. 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.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
11. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2019- 20 will also be available on the Company's website www.ortinlabsindia.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: info@ortinlabsindia.com
12. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 33rd Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
13. e-AGM: Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
14. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
15. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
16. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
17. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
18. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for the Members for attending the e-AGM through Video Conference:

1. Attending e-AGM Video conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. AGM Questions prior to e-AGM: Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos (i.e. 22nd December, 2020).
7. Due to limitations of transmission and co-ordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.
8. Speaker Registration during e-AGM session: In case of decision to allow the Q&A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on 24th December, 2020 at 9.00 AM and will be closed on 28th December, 2020 at 5.00 PM
19. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and regulation 44 of the SEBI (LODR) regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting facility to exercise votes

on the items of business given in the Notice through electronic voting system, to members holding shares as on 22nd December, 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Technologies Private Limited or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- i. The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Bajaj Auto Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote

- subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at viveksurana24@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
 - xii. Members can cast their vote online from 26thDecember, 2020 (9.00 a.m.) till 28thDecember, 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
20. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 21. The Board of Directors of the Company has appointed Vivek Surana & Associates, Practicing Company Secretaries as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 22. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd December, 2020.
 23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd December, 2020 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
 24. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ortinlabsindia.com and on the website of the KFin Tech <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 25. 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 2012-13 to the IEPF.
26. 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 22nd December, 2020.
 27. 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.
 28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 29. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company 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.
 30. 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.

Place: Hyderabad
Date: 05.12.2020

For and on behalf of the Board of
For Ortin Laboratories Limited
Sd/-
S. Murali Krishna Murthy
Managing Director
DIN: 00540632

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 2020-2021:

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, 2021 to conduct the audit of cost records and fixed their remuneration at Rs. 40,000/- (Rupees forty 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, 2021.

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. S. MOHAN KRISHNA MURTHY (DIN: 00540705) AS WHOLETIME DIRECTOR OF THE COMPANY:

Mr. S. Mohan Krishna Murthy (DIN: 00540705) was appointed as Whole-time Director of the Company for a period of 3 years from 01.04.2018 to 31.03.2021 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 30.07.2020, approved the re-appointment of Mr. S. Mohan Krishna Murthy (DIN: 00540705) as Wholetime Director of the Company for a term of three years commencing from 01.04.2021 to 31.03.2024 with a remuneration upto Rs. 2,50,000p.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. S. Mohan Krishna Murthy (DIN: 00540705).

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, Wholetime 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	2019-20 (Rs. in lakhs)	2018-19 (Rs. in lakhs)	2017-18 (Rs. in lakhs)
Turnover	19757.91	16788.98	8107.52
Net profit after Tax	(56.39)	128.00	67.92

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

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details: Mr. S. Mohan Krishna Murthy is aged about 61 yrs, is an undergraduate and he is the Director of the company. He has an experience of 37yrs 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), Whole time Director is Rs. 3,00,000 per year
3. Recognition or awards : -- Nil
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 Wholetime Director of the Company.
5. Remuneration proposed:
As set out in the resolutions for the item No.5 the remuneration to Mr. S. Mohan Krishna Murthy, Whole-time 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. Mr. S. Mohan Krishna Murthy 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 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 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. S. SRINIVAS KUMAR (DIN: 02010272) AS WHOLETIME DIRECTOR OF THE COMPANY:

Mr. S. Srinivas Kumar (DIN: 02010272) was appointed as Whole-time Director of the Company for a period of 3 years from 01.04.2018 to 31.03.2021 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 30.07.2020, approved the re-appointment of Mr. S. Srinivas Kumar (DIN: 02010272) as Whole-time Director of the Company for a term of three years commencing from 01.04.2021 to 31.03.2024 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. 6 of the notice for reappointment of Mr. S. Srinivas Kumar (DIN: 02010272).

Save and except Mr. S. Srinivas Kumar (DIN: 02010272) Whole-Time Director, being an appointee and S. Murali Krishna Murthy, Managing Director, S. Balaji Venkateswarlu Whole-Time Director and Mr. S. Mohan Krishna Murthy, Wholetime 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	2019-20 (Rs. in lakhs)	2018-19 (Rs. in lakhs)	2017-18 (Rs. in lakhs)
Turnover	19757.91	16788.98	8107.52
Net profit after Tax	(56.39)	128.00	67.92

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

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details: Mr. S. Srinivas Kumar is aged about 48 yrs, is an undergraduate and he is the Director of the company. He has an experience of 25 yrs in Pharma Business.
2. Past Remuneration: The remuneration drawn by Mr. S. Srinivas Kumar (DIN: 02010272), Whole-Time Director is Rs. 5,40,000 per year.
3. Recognition or awards : -- Nil
4. Job Profile and his suitability:
Keeping the past record of Mr. S. Srinivas Kumar in mind and his contribution towards the Company, it is proposed to re-appoint him as Whole-time Director of the Company.
5. Remuneration proposed:
As set out in the resolutions for the item No 6 the remuneration to Mr. S. Srinivas Kumar, Whole-time 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. S. Srinivas Kumar

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 2,46,723 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

APPOINTMENT OF MR. MURALI KRISHNA RAYAPROLU AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Murali Krishna Rayaprolu (DIN: 08928502) was appointed as Additional Director on 23rd October, 2020 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at 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, for appointment of Mr. Murali Krishna Rayaprolu for the office of Director in Independent category.

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 Mr. Murali Krishna Rayaprolu as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. 23.10.2020 to 22.10.2025.

Accordingly the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no.7 of the notice for appointment of Mr. Murali Krishna Rayaprolu.

Save and except Mr. Murali Krishna Rayaprolu, 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

APPOINTMENT OF MS. POTTUR SUJATHA AS INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Pottur Sujatha (DIN: 08979645) was appointed as Additional Director on 05th December, 2020 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at 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, for appointment of Ms. Pottur Sujatha for the office of Director in Independent category.

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 Ms. Pottur Sujatha as 'Non-executive Independent Director' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. 05.12.2020 to 04.12.2025.

Accordingly the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no.8 of the notice for appointment of Ms. Pottur Sujatha.

Save and except Ms. Pottur Sujatha, 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.

Place: Hyderabad
Date: 05.12.2020

For and on behalf of the Board of
For Ortin Laboratories Limited
Sd/-
S. Murali Krishna Murthy
Managing Director
DIN: 00540632