

# ADLINE CHEM LAB LIMITED

[Formerly Kamron Laboratories Limited]

Registered Office : 904, Shapath-1, Opp. Rajpath Club, S. G. Highway,

Ahmedabad – 380 054, Gujarat, INDIA. Phone: +91-9227510541

E-mail : info@kamronlabs.in Website: www.kamronlabs.com

CIN : L24231GJ1988PLC010956



16<sup>th</sup> September, 2022

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001

**Company Code No. 524604**

Dear Sir;

**Sub: Minutes of 34<sup>th</sup> Annual General Meeting**

We are enclosing herewith copy of the Minutes of the 34<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September, 2022 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for your records.

This is in compliance with Regulation 30 of SEBI Listing Regulations.

Kindly find the same in order and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**for ADLINE CHEM LAB LIMITED**

**(Formerly known as Kamron Laboratories Limited)**

*Kamlesh J. Laskari*

**KAMLESH J. LASKARI**

**MANAGING DIRECTOR**

**(DIN: 00461198)**



Encl: As above.

**ADLINE CHEM LAB LIMITED**  
**(Formerly Known as Kamron Laboratories Limited)**

[CIN: L24231GJ1988PLC010956]

Registered Office:

904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club,  
S. G. Highway, Ahmedabad – 380054

**MINUTES OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING**

**MINUTES OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 16<sup>TH</sup> SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) AT 12.00 NOON IST AND CONCLUDED AT 12:13 P.M. IST**

**MEMBERS PRESENT:**

Total 30 members were present through VC/OAVM platform. The required Quorum was present throughout the meeting.

**CHAIRMAN:**

Mr. Mahendra P. Shah occupied the Chair to lead the meeting through VC/OAVM and declared the Meeting to be in order. He, thereafter, advised and suggested Mr. Kamlesh J. Laskari to be the Chairman of the meeting and conduct the meeting.

Mr. Kamlesh J. Laskari, Managing Director commenced the meeting. He informed that this Meeting is being held through video conference by using CDSL platform for VC/ OAVM in accordance with the Circulars and directives issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India due to continuing Covid-19.

He then welcomed the Shareholders and Panellists including the following Directors and attendees present at the meeting and thanked them for sparing their valuable time to attend this meeting in current Covid scenario.

The following Directors of the Company were present in the meeting through VC/OAVM:

- |                           |                                 |
|---------------------------|---------------------------------|
| 1. Dr. Mahendra P. Shah   | Chairman & Independent Director |
| 2. Mr. Kamlesh J. Laskari | Managing Director               |
| 3. Ms. Ranak K. Laskari   | Director                        |
| 4. Mr. Devarshi D. Patel  | Independent Director            |

The following invitees were also present in the meeting through VC/OAVM:

- |                         |  |
|-------------------------|--|
| Mr. Sohan K. Laskari    | CFO                                    |
| Ms. Bhavasthi Mehta     | Company Secretary & Compliance Officer |
| Mr. Kashyap R. Mehta    | Secretarial Auditor and Scrutineer     |
| Mr. Aliakabar Timbawala | Statutory Auditor                      |

The Company Secretary informed the members that the Company had taken all the requisite steps to enable Members to participate and vote at the AGM.

**DIRECTORS PRESENT:**

It was informed that all the Directors which include Chairman of the Committees were present in the meeting through video conferencing.

## **AUDITORS AND SECRETARIAL AUDITORS:**

It was informed that the Statutory Auditors and Secretarial Auditors of the Company also attended this Meeting through Video Conference.

## **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING:**

As required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report were made available in electronic mode for inspection pursuant to email received from the members of the Company.

## **PROXY:**

As the AGM was held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection was not made available.

## **NOTICE OF THE MEETING:**

The Managing Director instructed Ms. Bhavasthi Mehta, Company Secretary & Compliance Officer of the Company to read the Notice dated 30<sup>th</sup> July, 2022 of the 34<sup>th</sup> Annual General Meeting of the Company and with the consent of the Members present at the meeting took the Notice dated 30<sup>th</sup> July, 2022 as read.

## **STATUTORY & SECRETARIAL AUDITORS' REPORT:**

The Managing Director instructed Ms. Bhavasthi Mehta, Company Secretary & Compliance Officer of the Company to read Statutory & Secretarial Auditors' Report to the Shareholders of the Company for the year ended on 31<sup>st</sup> March, 2022 and the same was read.

## **MANAGING DIRECTOR'S STATEMENT:**

The Managing Director, through Ms. Bhavasthi Mehta, Company Secretary & Compliance Officer of the Company, informed the members about the general progress of the Company and replied to queries, if any, received from members via email.

## **E-VOTING:**

Ms. Bhavasthi Mehta, Company Secretary & Compliance Officer of the Company stated that the Company had provided the Members, the facility to cast their vote electronically, on all resolutions set forth in the Notice through CDSL e-voting Platform. The Chairman informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members vide 34<sup>th</sup> AGM Notice dated 30<sup>th</sup> July, 2022 circulated to the members. Members voted through remote e-voting between e-voting period from 13<sup>th</sup> September, 2022 to 15<sup>th</sup> September, 2022.

She informed further that the members who were attending the AGM through VC/ OAVM facility and had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through the E-voting system during the Annual General Meeting which was integrated with the VC platform. She informed that e-voting was kept open during this meeting till 15 minutes after the conclusion of the AGM.

She informed the members that the Board had appointed Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and e- voting during the AGM. The Scrutineer prepared the Report on the remote e-voting & e-voting during the AGM and submitted their Scrutineer’s Report.

**ORDINARY BUSINESS:**

**ITEM NO. 1**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021-22 THE REPORTS OF AUDITORS AND DIRECTORS THEREON:**

The Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 including Reports of the Directors and Auditors there on were placed before the meeting for consideration and adoption of the same and moved the following resolution as an ORDINARY RESOLUTION:

**ORDINARY RESOLUTION:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 including Reports of the Directors and Auditors there on which have already been circulated to the Members and laid before this 34<sup>th</sup> Annual General Meeting be and are hereby approved and adopted.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	<b>Remote E-voting &amp; E-voting during AGM</b>	
	<b>No. of votes/shares</b>	<b>%</b>
Favour	15,48,890	100.00
Against	Nil	N.A.

The above resolution was passed as an Ordinary Resolution with requisite majority.

**ITEM NO. 2**

**RE-APPOINTMENT OF MR. KAMLESH J. LASKARI AS DIRECTOR OF THE COMPANY:**

Mr. Kamlesh J. Laskari (DIN – 00461198) retires by rotation from the office of Director at this 34<sup>th</sup> Annual General Meeting and that he being eligible has offered himself for re-appointment as a Director of the Company. The following resolution relating to his re-appointment was moved as an ORDINARY RESOLUTION.

**ORDINARY RESOLUTION:**

“RESOLVED THAT the retiring Director Mr. Kamlesh J. Laskari (DIN – 00461198) in terms of Section 152(6) of the Companies Act, 2013 be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

The Chairman declared to have passed the above Resolution as an Ordinary Resolution on the basis of voting result mentioned in the Final Report of the Scrutineer which is as under:

	<b>Remote E-voting &amp; E-voting during AGM</b>	
	<b>No. of votes/shares</b>	<b>%</b>
Favour	15,48,890	100.00
Against	Nil	N.A.

The above resolution was passed as an Ordinary Resolution with requisite majority.

### **ITEM NO. 3**

#### **APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF 5 YEARS:**

Ms. Bhavasthi Mehta, Company Secretary & Compliance Officer read the Explanatory Statement annexed to the notice of the Meeting in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) relating to appointment of Statutory Auditors, which was taken as read.

The explanatory statement as annexed to the Notice of AGM for the above business is as under:

‘This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Act.

M/s Rangwala & Co., Chartered Accountants, (Firm Registration No. 115833W) were appointed as the Statutory Auditors at the 29th Annual General Meeting of the Members of the Company held on 29th September, 2017, for a period of five (5) years to hold office until the conclusion of the 34th Annual General Meeting. Accordingly, M/s Rangwala & Co., retire at the conclusion of this AGM, pursuant to the provisions of Section 139 of the Companies Act, 2013.

In accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), M/s Deepak Soni & Associates, Chartered Accountants, (Firm Registration No. 102250W) have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

Pursuant to Section 139 of the Companies Act, 2013, the Company can appoint an auditors firm for a term of five consecutive years. Accordingly, the Board of Directors at its meeting held on 30th July, 2022, based on recommendations of the Audit Committee and subject to approval of the shareholders of the Company, had approved the appointment of M/s. Deepak Soni & Associates, Chartered Accountants, (Firm Registration No. 102250W), as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of the 39th Annual General Meeting.

The Board of Directors has approved a remuneration of Rs. 25,000 for conducting the audit for the Financial Year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors for the Financial Year 2022-23 would be in line with the remuneration paid to the retiring auditors (existing remuneration) and shall be commensurate with the services to be rendered by the new Statutory Auditors during their tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration,

in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this Resolution to be passed as an Ordinary Resolution.’

The following resolution relating to appointment of Statutory Auditors was moved as an ORDINARY RESOLUTION.

**ORDINARY RESOLUTION:**

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deepak Soni & Associates, Chartered Accountants (Firm Registration No. 102250W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years, who shall hold office from conclusion of this 34<sup>th</sup> Annual General Meeting (‘AGM’) till the conclusion of 39<sup>th</sup> AGM of the Company to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent Financial Years as it may deem fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

The Chairman then declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	<b>Remote E-voting &amp; E-voting during AGM</b>	
	<b>No. of votes/shares</b>	<b>%</b>
Favour	15,48,890	100.00
Against	Nil	N.A.

The Chairman then declared to have passed the above resolution as an Ordinary Resolution.

**CONCLUSION OF THE MEETING AND THANKS GIVING:**

The Chairman declared the Annual General Meeting (AGM) of the Company as concluded at 12:13 p.m. and once again thanked all the participants for attending this e-AGM.

**CHAIRMAN**