



To,

Date: 24.01.2020

BSE Limited, P.J. Towers, Dalal Street, Mumbai-400001

Dear Sir/ Madam,

Sub: Notice of the Hon'ble National Company Law Tribunal convened meeting of the Sundry

Creditors of Ortin Laboratories Limited

Ref: BSE Scrip code: 539287, NSE - ORTINLABSS

With reference to the subject cited, please find attached herewith the notice of the Hon'ble Tribunal convened meeting of the Sundry Creditors of Ortin Laboratories Limitedas per the directions of the Hon'ble National Company Law Tribunal, Bench at Hyderabad scheduled to be held on Wednesday, 26th Day of February, 2020 at 10:30 A.M. at 8-113/A/1, Hotel Minerva Banquets, Kothapet, Hyderabad- 500035, Telangana.

This is for the information and records of the Exchange, please.

Yours faithfully,

For Ortin laboratories Limited

S. Murali Krishna Murthy Managing Director

DIN: 00540632

Encl. as above

'HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE SUNDRY CREDITORS

OF

ORTIN LABORATORIES LIMITED (CIN: L24110TG1986PLC006885) REGD OFF: D. NO: 3-4-512/35 (43/4RT), OPP: BARKATPURA PARK, BARKATPURA HYDERABAD-500027, TELANGANA, INDIA

EMAIL:info@ortinlabsindia.com

DAY	WEDNESDAY
DATE	26th DAY OF FEBRUARY, 2020
TIME	10.30 A.M.
VENUE	8-113/A/1, HOTEL MINERVA BANQUETS, KOTHAPET, HYDERABAD- 500035, TELANGANA

ORTIN LABORATORIES LIMITED

RESOLUTION 1: APPROVAL OF SCHEME OF ARRANGEMENT

RESOLUTION 1: APPROVAL OF SCHEME OF ARRANGEMENT

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 read with Section 68 and other applicable provisions, if any, of the Companies Act, 2013, read with the National Company Law Tribunal Rules, 2016, the Companies (Componies Companies Act, 2013, read with the National Company Law Tribunal Rules, 2016, the Companies (Componies Componies Componie

RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to deressal resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendements, imitations and/or conditions, if any which may be required and/or imposed by the HorbieNational Company Law Tribunal, Bench at Hyderabad, while sanctioning the arrangement/demerger embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any financial contents of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme, as may be deemed from the proposed of the scheme and the proposed of the scheme and th

RESOLUTION 2: RECLASSIFICATION OF PERSONS FORMING PART OF THE PROMOTER GROUP FROM 'PROMOTER & PROMOTER GROUP CATEGORY' TO 'PUBLIC CATEGORY:

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other modifications of the series of the s

ORTIN LABORATORIES LIMITED

- ASUNDRY CREDITORENTITLED TO ATTEND AND VOTE AT THE MEETING ASSUME CASED TO APPOINT A PRONYTO ATTEND AND VOTE INSTEAD OF TEST AND THE PROXYS NEED NOT BE A SUNDRY CAREDITOR OF THE COMPANY, PROXIES, IN ORDER TO BE EFFECTIVE, MIMST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING.
- 2 No person shall be appointed as a proxy who is a minor
- The notice is being sent to all the Sundy Creditors whose names are appearing in the Certificate given by the Chartered Accountant certifying the list of Sundy Creditors are 300 aC219t, as had been filled with the horble National Company Law Thouast Bench at Hydericada, in Company Application No. CA (CAA) Sundy Creditors are not such date should the atthe notice for information purposes only and will not be entitled to vote at the meeting. This notice of the Tribunal Convened Meeting of Sundy Creditors of the Applicant Company I DemergradCompany along with all the accompanying documents is also displayed / posted on the website of the Company i.e. at least excitabilishing company.
- Sundry Creditorswhose names are appearing in the Certificate given by the Chartered Accountant certifying the list of Sundry Creditors as on 30.62.019, and bad been filed with the Horbib National Company Law Tibunal, Bench at Hyderabad, in Company Application No. CA (CAA) 230/230/HDB/2019, may attend and vote at the meeting. The Authorized Representative of a body corporate which is aSundry Creditor of the Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Discouring the Company and C
- 5. The proxy of a Sundry Creditorblind or incapable of writing may be accepted if such Sundry Creditorbas attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address. Provided that all insertions in the proxy are in the hand writing of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the Sundry Creditorsbefore he attached his signature or mark.
- 6. The proxy of a Sundry Creditor who does not know English may be accepted if it is The proxy of a sumpy Credition with obes not know English may be accepted in its executed in the manner prescribed at point no. 5 above and the withces certifies that it was explained to the Sundry Creditor in the language known to him, and gives the Sundry Creditor's name in English below the signature.
- A Sundry Creditor or his/her/fits Proxy is requested to bring the copy of the notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.

ORTIN LABORATORIES LIMITED

(CIN: 1.24110TG1986PL.C06885) REGD OFF: D. NO: 3-4-51225 (434RT). OPP: BARKATPURA PARK, BARKATPURA HYDERABAD-90027, TLEANGANA, INDIA EMAIL: info@ortinlabsindia.com

NOTICE OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL (TRIBUNAL)
CONVENED MEETING OF THE SUNDRY CREDITORS OF THE COMPANY

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ORTIN LABORATORIES LIMITED

SI. No.	Name of shareholder	No of shares held	% of the paid up capital
1	SatyanarayanarajuBhupathiraju	496130	2.93
2	A. Srinivas Raju	392634	2.32
3	A Ranga Raju	302775	1.79
4	A Prabhakar Raju	616933	3.64
5	A Maithali	323310	1.91
6	VenkataRamanaGaddam	818409	4.83
7	A Anantalakshmi	319022	1.88
8	Venkata Rama Gaddam	767247	4.53
9	GaddamSrinivasa Rao	69680	0.41
10	GaddamBalaji	32680	0.19
	Total	4138820	24.43

"RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT after such reclassification following shall be the

SI. No.	Name of shareholder	No of shares held	% of the paid up capital
1	S Murali Krishna Murthy	143475	0.85
2	S. BalajiVenkateswarulu	157827	0.93
3	S Sarath Kumar	120200	0.71
4	S VenkataSujatha	122800	0.72
5	Lakshmi ShravaniDasari	87500	0.52
6	S Srinivas Kumar	246723	1.46
7	S HemaKumari	110200	0.65
8	S Tandav Krishna	90650	0.54
9	S Ravi Sankar	85000	0.50
10	S Rajeshwari	39110	0.23
11	S Krishna Karthik	60000	0.35
12	S Satya Praveen Kumar	79316	0.47
13	S. Nagajyothi	90290	0.53
14	S Venkataratnamma	192389	1.14
15	S. VenkataSubbamma	101250	0.6
16	S Mohan Krishna Murthy	35816	0.21
	Total	1762546	10.41

ORTIN LABORATORIES LIMITED

- 8. A Sundry Creditor (in case such Sundry Creditor is an individual) or the authorized representative of the Sundry Creditor (nase such Sundry Creditor is a body corporale) or the proxy holder, should carry their vailed and legible identity proof control of the proxy holder, should carry their vailed and legible identity proceed to conserve Voter ID Card). Additionally, a Sundry Creditor (in case such Sundry Creditor is a sole proprietorship) or the proxy holder should carry a valid and legible document evidencing the individual as the proprietor of the sole proprietor hold.
- The quorum for the meeting of the Sundry Creditors of the Demerged Company shall be as per the provisions of Section 103 of the Companies Act, 2013 as Ordered by the Horble National Company Law Tribunal, Bench at Hyderabad vide its order dated 06.01.2020.
- 10. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Sundry Creditors of the Demerged Company if the resolution mentioned above in the notice has been approved at the Meeting by a majority of persons representing three-fourths in value of the SundryCreditors present and voting in person or by proxy.
- are open for inspection at the registered office of the Company on all working days (except on Saturdays, Sundays and Public holidays) between 2:00 P.M. to 5:00 P.M. up to 2 (two) days prior to the date of meeting.
- 12. The results of the voting at the meeting will be declared within 48 hours of conclusion of the meeting and the results along with the Scrutinizer's report shall be placed on the website of the Company i.e. at tww.ortinlabsindia.com.
- Route map to the venue of the Tribunal Convened Meeting is published in this Notice.
- 14. All the Sundry Creditors, whose same agreated in the Certificate pinen by the Chartened Accounted teetifying the lat of Sundry Creditors are on Sio 62 2019, as had been filled with the Hortble National Company Law Tribunal, Bench at Hyderabad, in Company Application No. CA (CAA) 230(230)HDB2019, may cast their vote (for or against) through Poll at the Tribunal Convened Meeting on Wednesday the 26'day of February, 2020, at 10:30 A.M.
- The voting rights of the Sundry Creditors shall be in proportion to the outstanding amount due to them by the Company as on 30.06.2019.

ORTIN LABORATORIES LIMITED

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD

SECONDAIN TO SECONDAIN THE SECONDAIN THE SECONDAIN
IN THE MATTER OF COMPANIES ACT, 2013 (18 OF 2013)
IN THE MATTER OF SECTIONS 23 OF 222 READ WITH SECTION 66 OF
THE COMPANIES ACT, 2013 AND ALL OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
ORTHLABORAFORIES LIMITED
(DEMERGED COMPANY OR TRANSFEROR COMPANY)
AND
VINEET LABORATORIES LIMITED
(RESULTING COMPANY OR TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHARRHOLDERS AND CREDITORS

....Applicant Company / Demerged Company/Tra

NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE SUNDRY CREDITORS OF ORTIN LABORATORIES LIMITED / APPLICANT / TRANSFEROR COMPANY AS PER THE DIRECTIONS OF THEHON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT HYDERABAD

To The Sundry Creditors of Ortin Laboratories Limited ("The Company" or "Applicant Company / Transferor Company/Demei Company")

NOTICE is hereby given that pursuant to an order dated the 6"day of January, 2020, passed in Company Application bearing no. C.A. (CAA) NO. 2007.30HDB2019, the Hyderabad Bench of the Horble National Company, Law Thibunal, has inter-alia directed that a meeting to be held on Wednesday, 26.02.2020 at 10.30 a.m. at 8-13/A14, Hotel Minerva Banquesk, Kohapet, Hyderabad-500035, Telalogano, of the Sundry Creditors of Ortin Laboratories Limited (Transferor Company) for the purpose of considering, and if thoughtfit, approving with or without modification, the Scheme of Arrangement of Ortin Laboratories Limited (Demergod Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company) or Transferor Company and West Laboratories Limited (Scheme), by assising the following Resolutions.

ORTIN LABORATORIES LIMITED

"RESOLVED FURTHER THAT the disclosures given under clause 9.1.2 of the Explanatory Statement of this Notice is hereby noted and approved."

*RESOLVED FURTHER THAT Board be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

In pursuance of the said Order and as directed therein further notice is hareby giver that a meeting of the Sundry Creditors of Ordin Laboratories Limited (Demergec Company) will be held on Wednesday, the 26" day of February, 2201 LO3 a.m. at 5-13AH, 1 hotel Mineva Banquest, Kothapet, Hyderahad-50005 February and Creditors of the Company are requested to altered and voice.

A copy of the Scheme of Arrangement, Explanatory, Statement under section 102 read with sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and details a findmention as required under Rule of 10th Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Reports adopted by the Board of Directors of the Demerged Company and the Resulting Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Sanetholders, Audided Financial Statements of the Demerged Company and the Resulting Company as on 31" March, 2019, Supplementary Unaudited Financial Statements of the Demerged Company and for the period ended on 30" day of September, 2019, Certificates issued by the auditor of the Companies confirming the Accounting Treatment proposed in the Scheme, a form of Companies confirming the Accounting Treatment proposed in the Scheme, a form of the website of the Company www.ortinlabsindia.com.

Forms of proxy will also be made available at the registered office of the Company.

The Hon'ble National Company Law Tribunal, Bench at Hyderabad was pleased to Appoint Mr. B.V. Ram Naresh Kumar Advocate, as the CHAIRPERSON and Ms. B. Poojitha, Advocate, as the Scrutinizer for convening the said meeting.

The above mentioned Scheme of Arrangement of Ortin Laboratories Limited (Demergad Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company or Transferee Company) and their respective Shareholders and Creditors ("Scheme"), if approved by the meeting, will be subject to the subsequent approval of the National Company Law Tribunal, Bench at Hyderabad.

Dated this the 20°day of January, 2020

Hyderabad

Dated this the 20°day of January, 2020

Hyderabad

CHAIRPERSON - Tribunal Convened Meeting of Sundry Creditors of Ortin Laboratories Limited

ORTIN LABORATORIES LIMITED

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL BENCH AT HYDERABAD AND SENCE AT HYDERABAD AND SENCE AT HYDERABAD AND SENCE AT SENCE AND SENCE AND

OTHER APPLICABLE PROVISIONS OF THE COMPANIES AVAILABLE IN THE MATTER OF SCHEME OF ARRANGEMENT ORTH LABORATORIES LIMITED (DEMERGED COMPANY OR TRANSFEROR COMPANY) AND VINEET LABORATORIES LIMITED (RESULTING COMPANY OR TRANSFEREE COMPANY) THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 20 TO 232 AND SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND DETAILS & INFORMATION AS REQUIRED UNDER RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

- A Scheme of ArrangementolOrtin Laboratories Limited (Demerged Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company on ("Scheme (Scheme of Arrangement"), was proposed by the Board of Directors of the Resulting Company and the Board of Directors of the Demerged Company of the purpose of Demerger of API Intermediates Division of Demerged Company with the Resulting Companyon a giving concern basis with effect from Company with the Resulting Companyon as giving concern basis with effect from Company with the Resulting Companyon as giving concern basis with effect from Company with the Resulting Companyon as the Companyon of the Companyon o
- Gate.

 2. The said Scheme of Arrangement was approved by the Board of Directors of the Demergedand. Resulting Company at their respective meetings held on 15.05.2019, after taking into the consideration. 8 recommendation of their respective audit committees (where applicable) under the provisions of Sections of Directors of the Companies have approved the Scheme after taking into consideration the rationals of the Schemeand the certificate issued by the statutory auditors of the Companies, the defect that the accounting treatment proposed in the Scheme air conformity with the Accounting Standards prescribed under Section 153 of the Companies Act, 2715.

The Board of Directors of the Company took note of the modifications made to the Scheme in view of the Observation madely BSE and NSE vide their letters dated 200 & 2019 by possing a resolution in the Board Meeting hald on 14.08.2019 and 17.01 ±202band accordingly necessary corrections! modifications have been carried out al appropriate places in the Scheme.

- Accordingly, a Joint Company Application vide C.A.(CAA) NO.200209/t092019, was field before the Horbite National Company Law Tribunal. Bench at Hyderabad, by the Demerged Company and the Residency Company inter-alia seeking directions for (i) To direct that a meeting of the Equity Shareholders of the Applicant / Demerged Company be convened (ii) To dispense with the requirement of convening the meeting of the Equity Shareholders of Resulting Company (iii) To dispense with the requirement of convening the meeting of the Equity Company (iii) To dispense with the requirement of convening the meeting of the Secured Creditors of the Demerged Company (vi) To direct that a meeting of the Sundry Creditors of the Demerged Company (vi) To direct that a meeting of the Sundry Creditors of the Applicant / Demerged Company be convened
- The C.A.(CAA) NO.230/230HDB/2019, was admitted by the Horbte National Company Law Tribunal, Beach at Hyderabad on the 19° day of November, 2019 and pursuant to the Order dated 6° day of January, 2002, passed by the Horbte Tribunal, in the C.A.(CAA) NO.230/230HDB/2019, (i) therequirement of convening the meetings of the equity shareholders of Resulting Company has been dispensed with; (ii) the requirement of convening the meeting of the secured creditors of Denetraged Company has been dispensed with; (ii) the requirement of convening the meeting of the unsecured creditors of Denetraged Company has been dispensed with; (ii) the requirement of convening the meeting of the enumber of Company as Secured and UnsecuredCreditors of the Resulting Companyas there are no secured or unsecured creditors; (v) the Meeting of the Equity Shareholders of the Demerged Company has been ordered to be held and (iii) the Meeting of the Equity Creditors of the Demerged Company has been ordered to be held and (iii) the Meeting of the Equity Creditors of the Demerged Company has been ordered to be held and (iii) the Meeting of the Equity Creditors of the Demerged Company has been ordered to be held and call the Equity Shareholders of the Equity Creditors of the Demerged Company has been ordered to be held and the Equity Shareholders and the Equity Sh

Accordingly, as ordered by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, vide Order dated 6" Day of January, 2020, in CA.(CAA) Companywite held for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Arrangement between Ortin Laboratories Limited (Demerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Limited (Benerged Company or Transferre Company) and Vineet Laboratories Laborat

Further the Hon'ble National Company Law Tribunal, Bench at Hyderabad, pursuant to the Order dated 6th Day of January, 2020, in C.A.(CAA) NO.230/32/MDB/2019, was pleased to Appoint Mr. Bl. Ram Arresh Kumar, Advocate, as the CHAIRPERSON and Ms. B. Poojitha, Advocate, as the Strutibizer for convening the said measine.

ORTIN LABORATORIES LIMITED

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8.	V. Varaprasada Rao	Promoter	3-1-445, Dhanpur, Opp: LaxminarayanaBhavan, LB Nagar, Ranga Raddy, Telangana-500074
9.	K. Murli Mohan	Promoter/ Director	3-11-403/2, Flat No.102, Sree Sai Sadan, Sivaganga Colony LB Nagar Hyderabad – 500074, Telangana
10.	P. Kishore Raju	Promoter	H. No.7-26/1, Plot No.203, Gurudatta Residency, Shankar Nagar, Peerzadiguda, Ghatkesar-500098, Telangana
11.	P. Venkata Krishnam Raju	Promoter	H. No.7-26/1, Plot No.202, Gurudatta Residency, Shankar Nagar, Peerzadiguda, Ghatkesar-500098, Telangana

Names of Directors of the Resulting Company who voted in favor of / against the Resolution approving the Scheme of Arrangementat the meeting of the Board of Directors of the Company held on 15.05.2019:

SI. No	Name of the Directors	In Favor	Against	Abstain
1.	Venkata Ramana Gaddam	Yes	NA	NA
2.	SatyanarayanarajuBhupathiraju	Yes	NA	NA
3.	K. Murli Mohan	Yes	NA	NA

The Resulting Company does not have any creditors (whether secured or unsecured) as on 30.09.2019.

7.1 Ortin Laboratories Limited

- 7.1 Orfin Laboratories Limited
 as a private limited company) was originally incorporated
 as a private limited company in the name and sple "Orfin Laboratories Private
 Limited" or 27th day of October, 1988 under the provisions of the Companies Act,
 1956 and subsequently converted into a Public Limited Company and the word
 rbviate "was deleted from the name of the Company no 27th January, 1955. The
 Barkatpura Park, Barkatpura, Hyderahed 500027, Telangana, India. The
 demerged company is engaged in the business of Company are listed and traded
 on SSE Limited ("SSE") having Security Code 539257 and National Store
 Corporate Identity Number of the Company is L24110TG1886PLC008885. The
 PAN of the Company is AAACO24011.
- b. The Registered Office of the Demerged Company is situated at D. No: 3-4-512/35 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad 500027, Telangana, India.

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ORTIN LABORATORIES LIMITED

24.	Venkata Rama Gaddam	Promoter	#4/26.Bahar Sahara Estates, LB Nagar Hayathnagar, Mansoorabad, KV Rangareddy Hyderabad 500068, Telangana
25.	Gaddam Srinivasa Rao	Promoter	H.No. 5-5-309/506, Prashanthi Nagar , Vanasthalipyram, Hayath Nagar, VanasthaliPuram, K.V.Ranga Reddy , A.P. 500070
26.	GaddamBalaji	Promoter	PRMM School, H.No. 8-43/3/ 3/G, Street No. 1, Balaji Hills , Boduppal, Ghatkesar , Uppal, Ranga Reddy , A.P. 500039
27.	Jalluri Radhakrishna Panduranga Rao	Director	1-9-208, New Dilsukhnagar Colony, KothapetHydwerabad 500060, Telangana
28.	KavooryPradyumnaTeja	Director	2-1-284, F 502, Block 1, Kshatriya Towers, Nallakunta Vegetable Market Road, Nallakunta Hyderabad 500044, Telangana
29.	SeshagiriTirukkovalluru	Director	2-1-283/Z/16,Nallakunta, Nallakunta Hyderabad 500044, Telangana
30.	Gopal Reddy Bheemreddy	Director	16-11-404/7, Sai Nagar Colony, Near GHMC Park, Moosarambagh Hyderabad 500036, Telangana
31.	Thotakura Uma Sangeetha	Director	7-63/2 Shankar Nagar Ghafkesar Mandal PeerzadigudaMedipaliRangareddi Hyderabad 500098, Telangana

Names of Directors of the Demerged Companywho voted in favor of / against the Resolution approving the Scheme of Arrangementat the meeting of the Board of

Dire	Directors of the Company held on 15.05.2019:				
SI. No.	SI. No. Name of the Directors		Against	Abstain	
1.	GaddamVenkataRamana	Yes	NA	NA	
2.	JalluriRadhakrishnaPanduranga Rao	Yes	NA	NA	
3.	MuraliKrishna Murthy Sanka	Yes	NA	NA	
4.	Mohan Krishna Murthy Sanka	Yes	NA	NA	
5.	BalajiVenkateswarluSanka	Yes	NA	NA	
6.	SrinivasakumarSanka	Yes	NA	NA	
7.	Satyanarayana Raju Bhupathiraju	Yes	NA	NA	
8.	KavooryPradyumnaTeja	Yes	NA	NA	
9.	SeshagiriTirukkovalluru	Yes	NA	NA	
10.	Gopal Reddy Bheemreddy	Yes	NA	NA	
11.	Thotakura Uma Sangeetha	Yes	NA	NA	

- The Demerged Company hask (Four) secured creditors amounting to Rs. 18.24.35.475-(Rupses Eighteen Cores liverity four Laikts thirty five thousand constituting more than 50% of the clust amount due has given its consent to the Scheme stating that it is aware of the Scheme of Arrangement and that it does not have any objection to the proposed Scheme of Arrangement.
- The Demerged Company has 36(Thirty-six) unsecured lenders amounting to Rs. 2,96.47,890-(Rupess Two CroresNinely Six LakhsForty Seven Thousand Eight Hundred and Ninety only) as on 30.06.2019. Unsecuredlenders constituting more than 90% in value and number have given their consent to the Scheme stating

ORTIN LABORATORIES LIMITED

6. DESCRIPTION, INFORMATION AND OTHER DETAILS PERTAINING TO THE

- a. Vineet Laboratories Limited is a Company incorporated under the provisions of the Companies Act, 2013, on 10.11.2016, with CIN: U24394TG2016FLC112888 issued by the Registrar of Companies, Andrhar Paridesh and Telangana. The PAN of the Company is ARCV6698P. The ISIN of the Company is INESOSY011010 (Hereinather referred to as the Transferse Company) (Resulting Company)
- b. The Registered Office of the Resulting Company is situated at Sy.No. 11/A3, Saheb Nagar, Kurdu Vill, Chintal Kunta, Eshwaramma Nilayam, L B Nagar Hyderabad -500074 Plalangana, India.
- c. The Resulting Company's objects enable it to carry on the busi manufacturing of bulk drugs intermediates and API Intermediates.
- d. The authorized, issued, subscribed and paid-up share capital of the Resulting Company as on 31.03.2019, is as follows:

Particulars	Amount in Rupees
Authorized 4,10,000 equity shares of INR 10 each	41,00,000
Issued, subscribed and paid-up 4,10,000 equity shares of INR 10 each, fully paid up	41,00,000

Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Arrangement by the Board of Directors of the Resulting Company, there is no change in the authorized, issued, subscribed or paid-up share capital of the Resulting Company.

The Register of members of the Resulting Company showing the latest list of the equity shareholders of the Resulting Company is as follows:

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- c. The Demerged Company is engaged, inter alia, in the business of manufacturing complete range of pharmaceutical formulations, API Intermediates, trading of chemicals, surgical and medicines.
- d. The authorized, issued, subscribed and paid-up share capital of the Demerged Company as on 31.03.2019, is as follows:

Particulars	Amount in Rupees
Authorized	
2,00,00,000 equity shares of INR 10 each	20,00,00,000
Total	20,00,00,000
Issued, subscribed and paid-up	
1,69,40,400 equity shares of INR 10 each, fully paid up	16,94,04,000

Subsequent to 31,03,2019 and till date of passing the resolution approving the Scheme of Arrangement by the Board of Directors of the Demerged Company, there is no change in the authorized, issued, subscribed or paid-up share capital of the Resulting Company.

- The Demerged Company's equity shares are listed and traded on the BSE Limited ("BSE") and National Stock Exchange of India ("NSE") bearing ISIN: INET49B01012 & Scrip Code: 539287 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: ORTINLABSS.
- f. Names of the Promoters and Directors of the Demerged Company along with their addresses:

SI. No.	Name	Designation	Present Address
1.	S Murali Krishna Murthy	Promoter &Managing Director	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telangana
2.	S. Balaji\/enkateswarulu	Promoter/ Whole time Director	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telangana
3.	S Sarath Kumar	Promoter	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telangana
4.	S VenkataSujatha	Promoter	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telangana
5.	Lakshmi ShravaniDasari	Promoter	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telangana
6.	S Srinivas Kumar	Promoter/ Whole time Director	3-5-1083,Flat no.406,Sri TarajeetResidency,Jaiswal street, Keshav Memorial College, Narayanaguda,Himayatnagar Hyderabad 500029, Telangana

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ORTIN LABORATORIES LIMITED that they are aware of the Scheme of Arrangement and that they do not have any objection to the proposed Scheme of Arrangement.

- The Demerged Company has 314(ThreeHundred and Fourteen) sundry creditors amounting to Rs. 50,33,11,165/- (Rupees Fifty CroresThirty three LakhsEleven Thousand One Hundred and Sixty five only)as on 30.06.2019.
- The Hon bile Tribunal vide its order dated 6th day of January, 2020, was pleased to dispense with the requirement of convening the meetings of the Secured Conditions and Unisecured Lenders of the Demegade Company. The Hen'bile Conditions and Unisecured Lenders of the Demegade Company is direct that a meeting of the sundry creditions of the Demegade Company is convened besides convening the Tribunal convened meeting of the equity shareholders of the Demergad Company for obtaining their approval to the Scheme of Armagnement.
- 8. RATIONALE, OBJECTIVE & PURPOSE OF THE SCHEME OF ARRANGEMENT
- (i) This Scheme is presented under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 for transfer by way of Demerger of the API Intermediates Division of the Demerged Company (defined as demerged undertaking) of the Demerged Company as a going concern to the Resulting Company, and consequential restructure of its share capital.
- (ii) The Demerged Company has presently 2 (two) Divisions namely Formulations Division and API Intermediates Division. The formulations division is being operated through the Unit I cotted at Plot No.275 & 278, ILD A Pashamylaran, Mediak Dist. Telangaria and the API Intermediates division is being operated. Naligorida District. Telangaria, With an objective of achieving operational efficiencies and streamlining its current structure, the Demerged Company proposes to Demerged the API Intermediates Division currently operating through the Unit II to the Resulting Companyand the Demerged Company shall continue to carry on the Formulations Division Business.
- (iii) In order to achieve efficiency of operations and management and with the intent of realigning the business operations undertaken by the Demerged Company, the management of Demerged Company has decided to concentrate on, and strengthen its core competencies and have greater focus and create more value for the Formutations Division (as defined hereinafter), in the interest of maximizing the overall shareholder value by demerging the API Intermediates Division to the Resulting Company. The objectives that are intended to be achieved by undertaking the Demerger of the API Intermediates Division and the corresponding ladvantages that volud ensure are, their alia, as follows:
- a) The nature of risk and return involved in the business of API Intermediates Division is distinct from the Formulations Division. Hence, transfer of API Intermediates Division would enable both the divisions to run and operate independently and in a more cohesive manner so as to run more profitably and

SI. No.	Name of shareholder	Total No. of shares held	% of holding
1	SatyanarayanarajuBhupathiraju	30000	7.31
2	A. Srinivas Raju	34650	8.44
3	A Ranga Raju	34650	8.44
4	A Prabhakar Raju	36400	8.88
5	A Maithali	36400	8.88
6	VenkataRamanaGaddam	51600	12.59
7	Venkata Rama Gaddam	51400	12.54
8	V. Varaprasada Rao	51400	12.54
9	K. Murli Mohan	50000	12.20
10	P. Kishore Raju	16750	4.09
11	P. VenkataKrishnam Raju	16750	4.09
	Total	4,10,000	100.00%

f. Names of the Promoters and Directors of the Resulting Company along with their

SI. No.	Name	Designation	Present Address
1.	Satyanarayanaraju Bhupathiraju	Promoter/ Director	# 6-111,Shankamagar, Peejzaguda, GhatkesarMedipalli 500098. Telangana
2.	A. Srinivas Raju	Promoter	H/o. 6 - 111 / 3, S - 201, Shankar Nagai Peerzadiguda , Ghafkesar Mandal , Medipally Post , Hyderabad - 500098
3.	A Ranga Raju	Promoter	H/o. 7 - 63 / 2, Shankar Nagar , Peerzadiguda , Ghafkesar Mandal , Medipally Post , Hyderabad - 500098
4.	A Prabhakar Raju	Promoter	H/o. 2-18-19/2/201, Prashanthi Nagar Near SBI, Survey Of India, Uppel, Hyderabad - 500039
5.	A Maithali	Promoter	H.No. 12-13-484 / 10 / 1, Flat No. 103, 1 Sai Towers , Street No. 14, Lane No. 6, Nagarjuna Nagar, Tarnaka, Hyderabad 500017
6.	VenkataRamanaGaddam	Promoter/ Director	M4/26,Bahar Sahara Estates, LB Nagar Hayathnagar, Mansoorabad, KV Rangareddy Hyderabad 500068, Telangana
7.	Venkata Rama Gaddam	Promoter	#4/26,Bahar Sahara Estates, LB Nagar Hayathnagar, Mansoorabad, KV Rangareddy Hyderabad 500068, Telangana

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7.	S HemaKumari	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
8.	S Tandav Krishna	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
9.	S Ravi Sankar	Promoter	3-5-1083,Flat no.406,Sri Tarajeet Residency,Jaiswa street, Keshav Memorial College, Narayanaguda.Himayatnagar Hyderabad 500029, Telangana
10.	S Rajeshwari	Promoter	3-5-1083,Flat no.406,Sri Tarajeet Residency,Jaiswa street, Keshav Memorial College, Narayanaguda.Himayatnagar Hyderabad 500029, Telangana
11.	S Krishna Karthik	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telengana
12.	S Satya Praveen Kumar	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
13.	S. Nagajyothi	Promoter	3-5-1083,Flat no.406,Sri Tarajeet Residency,Jaisws streat, Keshav Memorial College, Narayanaguda.Himayatnagar Hyderabad 500029, Telangana
14.	S Venkataratnamma	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
15.	S. Venkata Subbamma	Promoter	1-8-182/B ChlikkadpallyMusheerabad Hyderabad 500020, Telangana
16.	S Mohan Krishna Murthy	Promoter/ Whole time Director	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
17.	Satyanarayanaraju Bhupathiraju	Promoter/ Wholetime Director	6-111,Shankar nagar, Peejzaguda, GhatkesarMedipalli 500098, Telangana
18.	A. Srinivas Raju	Promoter	H/o. 6 - 111 / 3, S - 201, Shankar Nagar , Peerzadiguda , Ghatkesar Mandal , Medipally Post Hyderabad - 500098
19.	A Ranga Raju	Promoter	H/o. 7 - 63 / 2, Shankar Nagar , Peerzadiguda , Ghatkesar Mandal , Medipally Post , Hyderabad - 500098
20.	A Prabhakar Raju	Promoter	H/o. 2-18-19/2/201, Prashanthi Nagar Near SBI, Survey Of India, Uppal, Hyderabad - 500039
21.	A Maithali	Promoter	H/o. AVGV Krishnam Raju, H.No. 12-13-484 / 10 / 1 Flat No. 103, Sri Sai Towers , Street No. 14, Lane N 6, Nagarjuna Nagar, Tamaka, Hyderabad - 500017
22.	Venkata Ramana Gaddam	Promoter/ Joint Managing Director	#4/26, Bahar Sahara Estates, LB Nagar Hayathnaga Mansocrabad, KV Rangareddy Hyderabad 500088, Telangana
23.	A Anantalakshmi	Promoter	H/o. 6 - 111 / 3, S - 201, Shankar Nagar , Peerzadiguda , Ghatkesar Mandal , Medipally Post Hyderabad - 500098

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attract potential collaborators for the future growth and development of business by both the Resulting Company as well as the Demerged Company.

- The transfer and vesting of the demerged undertaking of the Demerged Company to the Resulting Company through this Scheme is with a view to unlock the economic value of both the Companies.
- c) The said transfer of Undertaking would provide greater flexibility and visibility on the operational and financial performance of both the divisions and would provide higher degree of independence as well as accountability.
- (iv) The Board of Directors of the Demerged Company is of the opinion that the Scheme of Arrangement would benefit the shareholders, creditors, employees and other stakeholders of both the Companies.
- (v) This Scheme also provides for various other matters consequential or related thereto and otherwise integrally connected therewith.

9. SALIENT FEATURES OF THE SCHEME

9.1 The Scheme of Arrangement is presented under Sections 230 to 232 read with Section 66 and all other applicable provisions of the Companies Act, 2013, and Company of Transfero Company) into Vinest Laboratories Limited (Resulting Company or Transfere Company). The Scheme also provides for various other matters consequential to, or cherwise integrally connected with the above, as

9.1.1CLAUSE 1 OF THE SCHEME - DEFINITIONS

Appointed Data means opening business hours of 1st April, 2020* or if the Board of Directors of he demanged company and the resulting company require authority modifies the appointed date to such other date, then the same shall be the appointed date. The Appointed Date shall be the effective date and the Schme shall be deemed to be effective from the Appointed Date.

*amended the Appointed Date from 01.04.2017 to 01.04.2020 by the Boards of both demerged and resulting companies vide their respective meetings held on 17.01.2020 pursuant to Ministry of Corporate Affairs General Circular No 9/2019.

"Demerged Company" means Ortin Laboratories Limited, a company incorporated under the provisions of the Companies Act, 1956 under CIN. L24110TG1986PL006885 and having registered office at D. No. 3-451236 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad – 500027, Telanganal, India, Telangana.

"Demerged Undertaking" means and include

- all the business, undertaking, properties, investments and liabilities of whatsoever nature and kind and wherescener situated, of the Demerged concern basis as are related to the Unit Illication of Sy. No. 300, Malkapur Village, Chocutppal Mandal, Nalgonda District Telangana, together with all its assets and liabilities and shalf mean and include (without limitation).
- Choliuppai watmail, reaghoria braint, treangant, togener with air is assets and choliuppa watmail read and including plant and machinery, equipment, furthurite, futures, whiches, stocks and inventory, feehold/leasahold assets and other contingert assets (whether trangible or intangible) of whatsoever nature in relation to the API Intermediates Division, approvals, consensis, futers of credits, titles, interests, benefits, advantages, leasehold rights, sub-letting tenancy rights, goodwill, other intangibles, industrial and other incenses (as mentioned in the Annexure 1 of the Scheme appended to this notice in detail), permits, authorisations, import quotas and other quotal rights, right to use and connections, installations and equipment, utilities, electricity and electronic and all other services of every kink, nature and description whitslowers, provisions, funds and benefits of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, seni-government, board and the services of every kink, nature and description whitslowers, provisions, funds and benefits of all aprements, arrangements, deposits, advances, advances, benefits, acceptations, licenses, privileges ilberties, easements, advantages, benefits, acceptations, titled to the parties, etc., all earnest monies and/or deposits, privileges concerning the API Intermediates Division and approvals of whatsoever nature (including but not limited to benefits of all tax holders), tax reliaf including under the incorne Tax Act, advantages, benefits, acceptagions, text reliable to the provision of the API Intermediates Division and approvals of whatsoever nature (including but not to the API Intermediates Division and approvals of whatsoever nature (including but not to the API Intermediates Division and approvals of whatsoever nature (including but not to the API Intermediates Division and approvals of provision, or control of or vested no organized in fevour of or enjoyed by the Demerged Company in relation to the API
- (b) all the debts, borrowings, obligations and liabilities, whether present, or future, whether secured or unsecured, of the Demerged Company in relation to the API Intermediates Division as on the Appointed Date comprising of:
- all the debts, duties, obtagations and labellities including contingent liabellities which issues and off this achieves or postal more off the Demmaple company in elabelities to the AFI Intermediates Division and all other debts, liabilities, duties, and obligations of the Demmaple Company relating to the Demmaple Undertaking which may accrue or arise after the Appointed Date but which related to the period up to the day of immediately preceding the Appointed Date;
- the specific loans and borrowings raised, incurred and utilised solely for the activities and operations of Demerged Company in relation to the API Intermediates Division; and

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The breakup of the promoters is given below covering both pre and post demerger:

SI. No	Name of the promoter	Pre scheme Shares	%	Post scheme shares	%
GRO	DUP I				
1	S Murali Krishna Murthy	143475	0.85	68868	0.85
2	S. Balaji Venkateswarulu	157827	0.93	75756	0.93
3	S Sarath Kumar	120200	0.71	57696	0.71
4	S Venkata Sujatha	122800	0.72	58944	0.72
5	Lakshmi ShravaniDasari	87500	0.52	42000	0.52
6	S Srinivas Kumar	246723	1.46	118427	1.46
7	S Hema Kumari	110200	0.65	52896	0.65
8	S Tandav Krishna	90650	0.54	43512	0.54
9	S Ravi Sankar	85000	0.50	40800	0.50
10	S Rajeshwari	39110	0.23	18772	0.23
11	S Krishna Karthik	60000	0.35	28800	0.35
12	S Satya Praveen Kumar	79316	0.47	38071	0.47
13	S. Nagajyothi	90290	0.53	43339	0.53
14	S Venkataratnamma	192389	1.14	92346	1.14
15	S. Venkata Subbamma	101250	0.6	48600	0.60
16	S Mohan Krishna Murthy	35816	0.21	17191	0.21
	Total (I)	1762546	10.41	846018	10.41
GRO	OUP II	•			
1	Satyanarayanaraju Bhupathiraju	496130	2.93	238142	2.93
2	A. Srinivas Raju	392634	2.32	188464	2.32
3	A Ranga Raju	302775	1.79	145332	1.79
4	A Prabhakar Raju	616933	3.64	296127	3.64
5	A Maithali	323310	1.91	155188	1.91
6	VenkataRamanaGaddam	818409	4.83	392836	4.83
7	A Anantalakshmi	319022	1.88	153130	1.88
8	Venkata Rama Gaddam	767247	4.53	368278	4.53
9	GaddamSrinivasa Rao	69680	0.41	33446	0.41
10	GaddamBalaji	32680	0.19	15686	0.19
	Total (II)	4138820	24.43	1986629	24.43
	Grand Total (I+II)	5901366	34.84	2832647	34.84

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- In respect of other assets other than those referred to sub-clause (a) above, pertaining to Demerged Undertaking including actionable claims, sundly debtors, outstanding loans, advances recoverable in cash or kind or for value to be received and deposits with the Government, semi-Government, local and other authorities and bodies and customers, Demerged Company shall, issue notices in such form as Resulting Company may specify stating that pursuant to this Scheme, the relevant debt, long, advance, deposit or other asset, be paid or made good to, or be held on account of, Resulting Company as the person entitled thereto, to the end and intent that the right of Demerged Company to receive, recover or realize the same, stands transferred to Resulting Company to hear the same of the same of the respective books to record the afforsation from these should be passed in their respective books to record
- In respect of such of the assets belonging to the Demerged Undertaking other than those referred to in sub-clauses (a) and (b), the same shall be transferred to and vested in and/or be deemed to be transferred to and vested in and/or be deemed to be transferred to and vested in Resulting Company on the Appointed Date pursuant to the provisions of Sections 230-232 of the Act.
- of the Act.

 With effect from the Appointed Date and upon sanction of the Scheme by the Tribunal, all debts, liabilities including acrousel interest thereon, contingent inabilities, duties and obligations of every kind, nature and description of Demorged Company pertaining to the Demorged Undertaking under the provisions of Section 230 to 224 and all other applicable provisions, are not of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to Resulting Company, so as to become from the Appointed Date the debts, liabilities including acroused interest thereon, contingent liabilities duties and obligations of Resulting Company and it shall not be necessified company and its hall not be necessified control or arrangement by written of which such debts, liabilities including control or arrangement by written of which such debts, liabilities including arises in order to give effect to the provisions of this sub-clause.
- arisen in order to give effect to the provisions of this sub-clause.

 With effect from the Appointed Date and upon sanction of the Scheme by the Tribunal, any statutory licenses, permissions or approvals or consents held by Demerged Company required to Carry on operations of the Demerged Undertaking shall stand vested in or transferred to Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Resulting Company and the benefit of all statutory and Regulated permissions, servicemental approvals and off all statutory and Regulated permissions, servicemental approvals and for the statutory authorities concerned therewith in favour of Resulting Company and the penetral for Resulting Company is if they were originally obtained by Resulting Company, in or first as the various incentives, subsidies, rehabilitation schemes, special status and other benefits or privileges enjoyed, granted by any Coverment Dook, local authority or by any other person or availed of by Demerged Company relating to the Demerged Undertaking, are concerned, the and conditions as applicable to Demerged Company relating to the Demerged Undertaking, are concerned. The and conditions as applicable to Demerged Company as a splicable to Demerged Company.
- The entitlement to various benefits under Incentive Schemes and Policies in

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- (iii) liabilities other than those referred to in sub-clauses (i) and (ii) above and not directly relatable to the API intermediates Division, being the amounts of any proportion which the value of assets transferred under this Clause of API Intermediates Division bears to the total value of the assets of the Demerged Company immediately before the Appointed Date.
- (c) all intellectual property rights, including trademarks, trade names and the goodwill associated therewith, patents, patent rights, copyrights and other industrial designs and intellectual properties and rights of any nature whatsoever what the property of the property of the property of the property of respect thereof of the Demerged Company in relation to the API Intermediates Division as on the Appointed Day.
- (d) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, date catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer princip information and other records whether in physical or electronic form, in connection with or relating to the API Intermediates Division of the Demenged Company as on the Appointed Dale;
- (e) all employees of the Demerged Company engaged in the API Intermediates Division; and
- (f) any question that may arise as to whether a specific seast (tangible or intendible) or any liability pertains or does not pertain to the API intermediates Division or or Division or not, shall be decided by the Board of the Demerged Company or any Committee thereof in consultation with the Board of Directors of the Resulting Company.

"Record Date" means the date to be fixed by the Board of Directors of the Demerged Company in consultation with the Resulting Company for the purpose of reckoning names of the equity shareholders of the Demerged Company, who shall be entitled to receive Equity Shares of the Resulting Company pursuant to this Scheme.

"Remaining Undertaking" means all the undertakings, businesses, activities and operations of the Demerged Company other than those comprised in the Demerged Undertaking and remaining with the Demerged Company after giving effect to this Scheme.

"Resulting Company" means Vineet Laboratories Limited, a comp Incorporated under the provisions of the Companies Act, 2013 under Cs U24304TG2016FC.011288 and having registered office at SyNo.1140, Sa Nagar, KurduVill, Chi

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Post-demerger shareholding pattern of OLL (demerged company i.e., Group I) will be as under:

The post demerger shareholding pattern of OLL (demerged company) is given

Category	No. of shares	% of demerged paid up capital
Promoters	8,46,018	10.41
Public	72,85,374	89.59
Total	81,31,392	100.00

Pre- Demerger shareholding pattern of Vineet Laboratories Limited (Resulting

The pre demerger shareholding pattern of M/s Vineet Laboratories Limited is given below:

Categ	Category No. of shares		% pre-demerger paid up capital
Promo	iters	4,10,000	100
Public		0	0
Total		4,10,000	100

The breakup of the promoter's shareholding covering both the pre and post demerger is given below:

SI. No	Name of the promoter	Existing Promoter in OLL in Group II	Existing Promoter in VLL	Pre Scheme Shares in VLL	%	Post scheme shares (including pre scheme shares)	%
1	Satyanarayanaraju Bhupathiraju	Yes	Yes	30000	7.31	287987	3.12
2	A. Srinivas Raju	Yes	Yes	34650	8.44	238819	2.59
3	A Ranga Raju	Yes	Yes	34650	8.44	192093	2.08
4	A Prabhakar Raju	Yes	Yes	36400	8.88	357205	3.87
5	A Malthali	Yes	Yes	36400	8.88	204521	2.22
6	Venkata Ramana Gaddam*	Yes	Yes	51600	12.59	477172	5.18
7	A Anantalakshmi	Yes	No		-	165891	1.80
8	Venkata Rama Gaddam*	Yes	Yes	51400	12.54	450368	4.89
9	Gaddam Srinivasa Rao	Yes	No	-		36233	0.39
10	Gaddam Balaji	Yes	No			16993	0.18
11	V. Varaprasada Rao	No	Yes	51400	12.54	162083	1.76
12	K. Murli Mohan	No	Yes	50000	12.20	50000	0.54
13	P. Kishore Raju	No	Yes	16750	4.09	16750	0.18
14	P. VenkataKrishnam Raju	No	Yes	16750	4.09	16750	0.18
Tota	1			410000	100	2672865	28.9

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relation to the Demerged Undertaking of the Demerged Company shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Resulting Company together with all benefits, entitlements or incertives of any nature whatsoever. Such entitlements shall include (but shall harmover tax, excised duly, service as the exception of the shall harmover tax, excised duly, service as the Resulting Company was offered with effect from the appointed date as if the Resulting Company was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued complaince by the Resulting Company of all the terms and continued complaince by the Resulting Company of all the terms and seven the Resulting Company of all the terms and seven the Resulting Company of all the terms and seven the Resulting Company of all the terms and the Resulting Company of all the terms and the Resulting Company of the Resu

- Since each of the permissions, approval, consents, sanctions, remissions (including remission under income-lax, goods and service tax sales tax, value added tax, turnover tax, excise duty, service tax, customs), special reservations, sales tax remissions, holidays, incentives, concessions and other authorisations retaing to the Demerged Undertaking, shall stand transfered under the Scheme to the Resulting Company, the Resulting Company shall file the relevant intimations if any, for the record of the statutory authorities who shall take them on file, pursuant to this Scheme coming into effect.
- It is clarified that all the taxes and duties pertaining to the Demerged Undertaking payable by the Demerged Company, from the appointed date ownwards including all or as any refund and claims shall, for all purposes, be treated as the tax and are duties, liabilities or refunds and claims of Resulting Company. Accordingly, upon the Scheme becoming effective, the Resulting Company is expressly to file its respective income-tax, income-tax, grods and service tax sales tax, values added fax, turnover tax, excise duty, service tax, such as distinct as the provisions of this Scheme.
- The transfer and vesting of the Dymerged Undertaking as afforeasid shall be subject to the solding securities, charges, mortgages and other encumbranes if any, subsidishing over or in respect of the property and assets or any part thereof reliable to the Demerged Undertaking to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Demerged Undertaking.
- the Demerged Undertaking.

 In so far as any securities, charges, hypothecation and mortgages over the assets comprised in the Demerged Undertaking are securities for liabilities of the Remaining Undertaking, the same shall, upon the Scheme because the Remaining Undertaking, the same shall, upon the Scheme because that all such assets shall start elessed and declaraged from the obligations and that all such assets shall start elessed and containing the same shall case to operate against the assets mortgages shall only extend to and continue to operate against the assets retained by Demerged Company and shall cases to operate against the assets of any formal amendment which may be required by a fender or third party shall notwith the same shall case to prefer the same shall case to other or third party shall notwithstanding anything contained in any instrument, deed, agreement or

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"Scheme", "the Scheme", "this Scheme", "Scheme of Arrangement" means this Scheme of Arrangement in its present from or as may be modified by an agreement between the Parties submitted to the Hon DisNCIT or any other Appropriate Authority in the relevant jurisdictions with any modification thereof as the Hon DisNCIT or any other Appropriate Authority may direct.

"Share Entitlement Ratio" means, the number of equity shares of Vinee Laboratories Limited (Resulting Company) to which a shareholder of Ortic Laboratories Limited (Demerged Company) would be entitled to in proportion or

"Stock Exchanges" means collectively, the BSE and the NSE

9.1.2CLAUSE 2 OF THE SCHEME - RECLASSIFICATION OF PROMOTERS AS PER REGULATION 31A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In the pre-demerger scenario, the promoters of Mis Ortin Laboratories Limited consist of two groups, in the post demerger. One group (group-1) will continue as promoters of OLI, demerged company) and the other group (group-1) will become the promoters of Vinsel Laboratories Limited (NLL-resulting company) while continuing as schembolders in the public category of OLL. The scheme is designed in such a way that there will not be any common promoters in both the companies. Both the groups independently will handle the management of both the companies as separate set of promoters.

- a) Group I headed by Mr. S. Murali Krishna Murthy and his family members will continue to remain the promoters of Ortin Laboratories Limited after demerger (demerged company).
- Group II headed by Mr. G. VenkataRamana and his family members and associates will exit as promoters from M/s Ortin Laboratories Limited and become the promoters of M/s Vineet Laboratories Limited (resulting company).
- Thus, in the Post demerger, Group I (the promoters of demerged company continue as public shareholders in the Resulting company and the Group I promoters of Resulting company) will continue as public shareholders in demerged company.

The shareholding pattern of M/s Ortin Laboratories Limited before de-m

as under.	as under.					
Category	No. of shares	%				
Promoters	59,01,366	34.84				
Public	1,10,39,034	65.16				
Total	1,69,40,400	100.00				

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The post scheme shares of Mr. Venkata Ramana Gaddam and Mrs. Venkata Rama Gaddam were inadvertently mentioned as 468804 (5.09%) and 476972 (5.17) respectively in the approved scheme on 15.05.2019. The same was rectified by the Board of both the demerged and resulting Companies in their respective meetings held on 17.01.2020.

As shown in the above table, the existing promoters of Vineet Laboratories turn (resulting company) who are also existing promoters in Group Left Offen Laborator (resulting company) who are the contracting promoters of Vineet Laboratories Limited (demerged company) will be the promoters of Vineet Laboratories Limited will be a part public shareholders in Vineet Laboratories Limited (Resulting Company). Per demerger shareholders in Vineet Laboratories Limited will be a under:

Post-scheme shareholding pattern of VLL (resulting comp

Category No. of shares		% paid up capital after demerger
Promoters*	26,72,865	28.99
Public*	65,46,143	71.01
Total	92,19,008	100.00

*The promoters and public shares were inadvertently mentioned as 2691101 (29.19) and 6527907 (70.81) respectively in the approved scheme on 15.05.2019. The same was rectified by the Board of both the demerged and resulting Companies in their respective meetings held on 17.01.2020.

9.1.3 CLAUSE 4 OF THE SCHEME - TRANSFER AND VESTING

With effect from the Appointed Date, the Demerged Undertaking of the Demerged Company shall, stand transferred to and vested in or deemed to be transferred to and vested in Resulting Company, as a going concern and in the following manner:

- With effect from the Appointed Date and upon sanction of the Scheme by the Tribunal, the whole of Demerged Undertaking and its properties, shall pursuant to the provisions contained in Sections 230 to 232 and all other applicable provisions, if any, of the Act and without any further act, deed, matter or thing, stand transferred to and vested in addror to deemed to be transferred to and vested in Resulting Company so as to vest in Resulting company all rights, tile and interest pertaining to the Demerged Undertaking as follows:
- All the movable assets pertaining to the Demerged Undertaking, which are capable of being physically transferred including cash on hand, shall be provided to the provided provided the provided transferred including cash on the provided transferred to the provided transferred transferred to the provided transferred to the provided transferred transferre 232 of the Act. Such delivery and trainisher shall be inlade on a date to be intuding agreed upon between the respective Board of Directors or Committees thereo of Demerged Company and Resulting Company within 30 days from the approval of the Scheme by the Tribunal.

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writing or terms of sanction or issue or any security document, all of which instruments, deeds and writings shall stand modified and/or superseded by the foregoing provision.

- toregoing provision. Provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of Resulting Company and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to schedul, to any of the assets of the Demerged Understaing vested in Resulting Company, provided always that this Scheme shall not operate to enlarge the security of any loan, depost of reality created by Demerged Company in relation to the Demerged Undertaking which shall vest in Resulting Company surfue of the vesting of the Demerged Understaing with Resulting Company surfue of the vesting of the Demerged Understaing with Resulting Company and write of the vesting of the Demerged Understaing with Resulting Company surfue therefore after the Scheme has become effective.
- therefore after the Scheme has become effective.

 Provided further that all the loans, advances and other facilities sanctioned to Demerged Company in relation to the Demerged Undertaking by its bankers and financial institutions prior to the Appointed Date, which are partly dresulting company and the said loans and advances may be drawn and utilised shall be deemed to be the loans and advances sanctioned to Resulting Company and the said loans and advances may be drawn and utilised sanctioned by the Tribunal and all the loans, advances and other facilities sanctioned by the Tribunal and all the loans, advances and other facilities within the overall limits sanctioned by their bankers and financial institutions) shall upon sanction of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to Resulting Company and all the obligations of agreement shall stand released and discharged and shall become the obligation of Resulting Company without any further act or deed on the part of Resulting Company.
- Without prejudice to the above and upon sanction of the Scheme by the Tribunal, the Demerged Company and the Resulting Company shall execute any instruments of odocuments or do sell the acts and seeds as may be require, including the filing of necessary particulars and/or modification(s) of charge, with the Register of Companies and other Authorities under the Act to give formal effect to the above provisions, if required.
- It is expressly provided that, save as mentioned in this scheme, no other term and condition of the liability transferred to the Resulting company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- Subject to necessary consents being obtained in accordance with the terms of this Scheme the provisions of above sub-clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document.
- It is clarified that if any assets, (estate, claims, rights, title, interest authorities relating to such assets) or any contract, deeds, bonds, agreer

schemes, arrangements of other instruments of whatsoever in relation to any of the Demerged Undertaking which Demerged Company owns or to which Demerged Company is a party and which cannot be transferred to Resulting Company or to its successor in business, for any reason whatsoever. Demerged Company shall hold such assets or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Resulting Company which the Demerged Undertakings is being transferred in terms of this scheme, in so far as it is permissible so to do, till such time as the transfer is affected.

With effect from the appointed date, the general reserve of the demerged Company pertaining to the demerged undertaking shall become the General Reserves of the Resulting Company.

9.1.4 CLAUSE 5 OF THE SCHEME - REDUCTION IN SHARE CAPITAL OF THE DEMERGED COMPANY TO GIVE EFFECT TO DEMERGER

- Demergacing Company and resultant transfer of the API Intermediales Division to the resulting Company, the issued, subscribed and paid up share capital of the Demerged Company will no longer be represented by the assets of the Demerged Company consequent to the Demerged Company consequent to the Demerged Company consequent to the Demerged of the API Intermediates Ordinary and the Company consequent to the Demerged Company consequent to the Demerged Company shall be reduced by reducing the face value of the cequity shares from (free) equity share of Rs.10-each fully paid to the country of the Demerged Company shall be reduced by reducing the face value of the equity shares form (free) equity share of Rs.10-each fully paid. As a result, the issued, subscribed and paid up share capital of the Demerged Company shall stand reduced from Rs. 450-each visitous and the paid to the Company of the Compan
- of Rs.4.80.º each without any further act or deed.
 Simultaneously, 100 (hundred) equity shares each of Rs.4.80.º, shall be
 consolidated into 48(Forty eight) fully paid up equity share of Rs.10.º each bue
 to the reduction in capital of the Demerged Company and the aforesaid
 consolidation, if a shareholder becomes entitled to a fraction of an equity share
 of the Demerged Company, the Demerged Company shall not issue fractional
 share certificates to such member / beneficial owner but shall consolidate such
 fractions and issue consolidate equity shares to a Committee of the Board to be
 constituted by the Demerged Company in that behalf, who shall sell such shares
 and distribute the rest sleep rocceed(safter deduction of expenses normat) to the
 shareholders / Seenficial owners respectively entitled to the same in proportion
 to their fractional entitlement.
- The reduction in the Share Capital of the Demerged Company shall be effected as an integral part of the scheme in accordance with the provisions of Section 66 and any other applicable provisions of the Act and the Order of NCLT sanctioning the scheme shall be deemed to be also the Order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of the unpaid share capital or payment of paid up share capital and the provisions of Section 66 of the Act will not be applicable. Notwithstanding the reduction in the equity share capital of the Demerged Company, the Demerged Company shall not be required to add

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that Resulting Company has received notice from any requity shareholder of Demerged Company has equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his/herifus account with a Depository Participant or other confirmations as may be required or if the details turnshed by any member do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue equity shares of Resulting Company, then Resulting Company shall issue equity shares of Entitlement Ration, as the case may be, in physical form to such equity Shareholder.

- Shareholder.

 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company, the Board of Directors or any committee thereof of Demerged Company, the Board of Directors or any committee thereof of Demerged Company, shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in Demerged Company as if such changes in registered holder to the transfer of the share in Demerged Company and in relation to the shares issued by Resulting Company shart the effectiveness of this Scheme. The Board of Directors of Demerged Company and Resulting Company shall be empowered to Jordiny remove such difficulties as may arise in the course of implamentation of this Scheme and registerion of new members in Resulting Company and so account of efficulties seven in the transaction period.
- For the purpose as aforesaid the Resulting Company shall, and to the extent required, increases its Authorised Capital after this Scheme has been sanctioned by the NCLT but before the issue and adolement of shares. It shall also, if and to by the NCLE but before the issue and adolement of shares. It shall also, if and to SEBI, Reserve Bank of India and other appropriate authorities concerned for sizes used adolizements by the Resulting Company to the members of the Demerged Company of the Equity shares in the said reorganised share capital of the Resulting Company in the resulting Company
- The equity share already issued by the resulting Company prior to this scheme of arrangement and issued by it, in terms of Clause 6.1 of this Scheme logether with the new shares pursuant to this scheme, will be listed and/or admitted to trading on the stock exchange where the demerged Company shares are arready listed and traded subject to necessary approval to be obtained from Regulated authorities and all necessary applications and compliances will be made in this respect by Resulting Company.
- Approval of this Scheme by the shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 62 & 42 of the Act and the other relevant and applicable provisions of the Companies Act, 2013 for the issue and allotment of equity shares by Resulting Company to the equity shareholders of Demerged Company, as provided in this Scheme.
- The equity shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
- xi. The equity shares to be issued by Resulting Company shall be subject to the

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permissions and all he discretion of Resulting Company, either be continued as separate funds of Resulting Company for the benefit of the employees related to the Demerged Undertaking or be transferred to and merged with other similar funds of Resulting Company. In the event that Resulting Company does not have its own funds in respect of any of the above, Resulting Company may, subject to necessary approvals and permissions, confinue to contribute to relevant funds of Demerged Company, und such time that Resulting Company may, subject to necessary approvals and permissions, confinue to contribute to contribute to necessary approvals and permissions, confinue to contribute to necessary approvals to the resulting company. Subject to the relevant law, rules and regulations applicable to the Funds, the Board of Demerged Company and Resulting Company of Company and Resulting Compa

Any question that may arise as to whether any employee belongs to or does not belong to the Demerged Undertaking shall be decided by the Board of Directors or Committee thereof of Demerged Company.

9.1.10CLAUSE 17 OF THE SCHEME - LISTING REGULATIONS AND SEBI COMPLIANCES

- On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares in the BSE an NSE and comply with the SEBI Regulations including the Listing Regulations and SCRR in this regard.
- The Demerged Company being a Listed Company shall continue to compty wall the requirements under the Listing Agreement/Regulations and all statute directives of SEBI in so far as they relate sanction and implementation of the Scheme.
- The Demerged Company in compliance with Listing Agreement/Regulations shall apply for approval of BSE and NSE where the shares are listed, before approaching the NCLT for sanction of this Scheme.
- New equity shares alloited to the Shareholders of the Demerged Company by the Resulting Company pursuant to the Scheme shall remain fozer in the state of the Scheme shall remain fozer in the scheme
- The Demerged Company shall also comply with the Directives of SEBI contained in Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

You are hereby requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the

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"And reduced" as suffix to its name

It is hereby clarified that for the above purpose the consent of the shareholders to the scheme shall be deemed to be sufficient for the purpose of affecting the above amendment and no further resolution under the act, would be required to

be separately passed. Ition of Authorised Capital of Demerged Company and resulting Company

- As a consequence of the reduction of capital of the Demregad Company, the Authorized share capital of the Demergad Company shall be reorganized and shall comprise of 96,00,000 equity shares of Rs. 10.4 each aggregating to RS. 90,000,000 and the subscribed, issued and paid up capital shall comprise of 81,31,392 new equity shares of Rs.101- each aggregating to Rs. 81,31,31820.00
- The following clauses in the Memorandum and Articles of the Association of the Demerged Company shall stand amended to read as under:
- Lemerged Company shall stand amended to read as under:

 Clause V in the Memorandum of Association: "The Authorized Share Capital of the Company is Eas, 9,0,0,000". divided into 96,0,000 equity shares of Rs. 10- each, subject to the provisions of the Companies Act, 2013 with the rights, 10- each, subject to the provisions of the Companies Act, 2013 with the rights, or privileges and conditions attached here to, as are provided by the Articles of thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Association of the Company for the time being?
- To the extent of reduction in the Demerged Company, the authorized capital of the Demerged Company to the extent of 52% i.e., Rs. 10,40,00,000 -shall stand transferred to and merged with the authorized capital of the Resulting Company.
- "Consequent upon the scheme coming into effect the existing authorized share capital of the Resulting Company of Rs 41,00,000-divided into 4,10,000 equity shares of Rs. 10-each is re-organized and shall be Rs.10,81,00,000 divided into 1,08,10,000 equity shares of Rs. 10-each".
- The following clauses in the Memorandum and Articles of Association of the Resulting Company shall stand amended to read as under:
- Clause V in the Memorandum of Association: The Authorized Share Capital of the Company is Rs.10,81,00,000!- divided into 1,09,10,000 equity shares of Rs.10!- each. The Company shall have power from time to ime to increase, reduce or alter its Share capital and issue any shares in original or new capital as equity or preference shares?

9.1.5 CLAUSE 6 OF THE SCHEME - ISSUE OF SHARES BY THE RESULTING COMPANY

Upon sanction of the Scheme by the Tribunal, Resulting Company shall without

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- Schums and the Memorandum and Articles of Association of Resulting Company.

 The Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned Regulated authorities for the issue and allotment by the Resulting Company of new equity shares to the equity shares to the equity shares to the specific company.
- Resulting Company shall comply with the relevant and applicable rules and regulations including provisions of Foreign Exchange Management Act, 1999 to enable it to issue shares pursuant to this scheme.
- xiv. There shall be no change in the shareholding pattern of Vineet Laboratories Limited between the record date and the listing.

9.1.6 CLAUSE 7 OF THE SCHEME - ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

Upon sanction of the Scheme by the Tribunal and with effect from the Appointed Date, the Resulting Company shall account for demerger in its books as under.

- All the assets, including but not limited to the fixed assets, intangible and any other assets pertaining to the demerged undertaking, shall be recorded by the Resulting Company at their respective book values.
- All the liabilities pertaining to the Demerged Undertaking shall be recorded by the Resulting Company at their book values.
- In case of any difference in accounting policies between the Demerged Company and the Resulting Company the accounting policies followed by the Resulting Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.
- Resulting Company shall credit to the Share Capital account in its books of account, the aggregate face value of the shares issued and allotted as per Clause 6 of the Scheme to shareholders of Demerged Company.
- The difference being the excess of the Net Assets Value of the Demerged The unineract using air exclusion in the Val exclusion year. We have some of the unineractive and are confided by Resulting Company as per Clause i and it above and the face value of Shares a solited as per Clause of Clause i and it above and the face value of Shares as solited as per Clause i above, after considering what provides the considering the solite of the confidence of the clause is above, shall be credited to General Reserve of Resulting Company. The shortfall, if any, shall be debited to Goodwill account of Resulting Company.

9.1.7 CLAUSE 8 OF THE SCHEME - ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

Upon sanction of the Scheme by the Tribunal and with effect from the Appointed Date, the Demerged Company shall account for demerger in its books as under:

Upon sanction of the Scheme by the Tribunal and from the Appointed Date, Demerged Company shall reduce from its books, the book value of assets and liabilities transferred part of the Demerged Undertaking to Resulting Company,

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key provisions of the Scheme

10. Pre and Post Arrangement (Demerger) Capital Structure

The pre and post demerger Capital Structure of the Demerged Company is as

Particulars		merger	Post D	emerger
Authorised Capital		Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares of Rs.10/- each	2,00,00,000	20,00,00,000	96,00,000	9,60,00,000
	Total		Total	
Issued, Subscribed&Paid Up Capital	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares of Rs.10/- each	1,69,40,400	1,69,40,400	81,31,392	8,13,13,920

b) The pre and post demerger Capital Structure of the Resulting Company is as

Particulars			Post Demerger		
Authorised Capital	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.	
Equity Shares of Rs.10/- each	4,10,000	41,00,000	1,08,10,000	10,81,00,000	
	Total	41,00,000	Total	10,81,00,000	
Issued, Subscribed&Paid Up Capital	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.	
Equity Shares of Rs.10/- each	4.10.000	41.00.000	92,19,008	9,21,90,080	

Disclosure about effect of compromise or arrangement on material interests of directors, and Key Managerial Personnel (KMP) of the Demerged and the Resulting Company

None of the directors, the "Key Managerial Personnel" (as defined under the Act and rules formed thereunder) of the Demerged Company, where applicable Act and rules formed thereunder of the Demerged Company, where applicable and the Resulting Company and their respective "Relatives" (as defined under the Act and rules formed thereunder) of the Demerged Company, where applicable and the Resulting Company and their respective "Relatives" (as defined under the Act and rules formed the respective strength of the Act and rules formed the Act and rules of the Act and rules of the Relatives of the Demerged Company of Resulting Company and rules the directors are common directors of the Demerged Company of Resulting Company. The Directors of the Demerged Company of the Self-demerged Company of the Relative Self-demerged Company of the Relative Self-demerged Company of the Relative Self-demerged Company and with their relatives personnel sating in concert with them. The "Key Managerial Personnel" in charge of their respective undertakings in the demerged Company will confinue to sever in their respective undertakings of demerged and resulting company after the scheme of arrangement.

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any further application or deed, issue and allot Shares, credited as fully paid-up to the schart indicated below to the shareholders of Demergrad Company to the schareholders of Demergrad Company of the Company of th

- 52 Equity share of Rs.10¹- each (fully paid-up) of Resulting Company shall be issued and allotted for every 100 (hundred) Equity Shares of Rs.10¹- each (fully paid-up) held by the shareholders in Demerged Company amounting to 88,09,008 equity shares of Rs.10¹- each.
- The 88,09,008 equity shares issued and allotted by the Resulting Company in terms of this Scheme shall rank pari-passu in all respects with the existing equity shares of the Resulting Company.
- tenins or the Resulting Company.

 No fractional share(s) shall be issued by the Resulting Company in respect of any fractions with the members of the Demerged Company may be entitled to on issue and allotment of the New Equity Shares as aforesaid by the Company can and allotment of the New Equity Shares as aforesaid by the Company can be considered to the Company of the Company can be considered as a company of the Company can be considered as the Company who shall hold the New Equity Shares in these thread to Committee of the Board of the Resulting Company who shall hold the New Equity Shares in trust on behalf of the members entitled in Same in market at such time(s) (ord later than 8 months upon sanction of the Scheme by the Tribural) attack price(s) and to such person(s) as litherhey may deem fill, and pay to the Resulting Company the net sale proceeds thereof. In the Company of the Compan
- Shares to be issued by Resulting Company pursuant to Clause 6.1 in respect of any equity shares held by shareholder of Demerged Company which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be held in abeyance by Resulting Company.
- onerwise, also be held in abeyance by Resulting Company.

 In os far as the issued equity sharpe pursuant to Clause 6 is concerned, the same shall be issued and allotted in dematerialized form to those equity shareholders who hold equity shares in Demerged Company in dematerialized form, into the account with the Depository Participant in which the equity shares of Demerged Company are held or such other account with the Depository Participant as is intimated by the equity shareholders to Resulting Company who hold equity shares of Demerged Company in physical form shall also have provided the details of their account with the Depository Participant are intimated in writing to Resulting Company before the Record Date. All those exocut with the Depository Participant are intimated in writing to Resulting Company before the Record Date. In the event

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pursuant to the Scheme

The difference in the book value of assets and the book value of liabilities transferred pursuant to the Scheme shall be adjusted entirely against the General ReserveAccount as provided.

9.1.8 CLAUSE 11 OF THE SCHEME - LEGAL PROCEEDINGS

- All legal proceedings of whatsoever nature by or against Demerged Company pending and/or arising before the Scheme becomes Effective upon sanction by the Horb Blef Thousail and relating to the Demerged Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason for the Scheme or by anything contained in this Scheme but shall be continued and Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Resulting Company, as the case may be, in the same manner and to the same extent as would or might have been continued and enforced by or against Demerged Company.
- After the sanction of the Scheme by the Tribunal, if any proceedings are taken against Demerged Company in respect of the matters referred to in Clause is above, it shall defined the same at the Accordance of the Testing Company and Resulting Company shall reimburse and indemnity Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- Resulting Company undertakes to have all respective legal or other proceedings initiated by or against Demerged Company referred to in Clause or ii above transferred into its amen and to have the same continuous prosecuted and enforced by or against Resulting Company as the case may be, to the exclusion of Demerged Company.

9.1.9 CLAUSE 14 OF THE SCHEME: STAFF, WORKMEN AND EMPLOYEES OF DEMERGED UNDERTAKING:

- Upon sanction of the Scheme by the Tribunal, all staff, workmen and employees of Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Date of sanction of the Scheme by the Tribunal shall become the staff, workmen and employees of Resulting Company from Appointed Date or their respective joining date, whichever is later and, subject to the provisions of this Scheme, on terms and conditions not less favourable than those on which they are engaged by Demerged Company and without any interruption of or break in service as a result of the transfer of the Demerged Undertaking.
- In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds benefits created by Demerged Company for the employees related to the Demerged Undertaking (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which are preferable to the amployees related to the Demerged Undertaking being transferred to Resulting Company in terms of the Scheme shall be transferred to Resulting Company in terms of the Scheme shall be transferred to Resulting provided hereinaffer. The Funds shall, subject to the necessary approvals and

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- Disclosure about the effect of the compromise or arrangement on the following persons belonging to the Demerged and the Resulting Company:
- 12.1 KMP & Directors: The Scheme of Arrangement, if approved by the appropriate authorities and the Tribunal, shall not have any adverse impact or effect on the Key Managerial Personnel@Directors of the Demerged Company and the Resulting Company (where applicable).

Upon sanction of the Scheme by the Tribunal, all KMP and directors of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Date of sanction of the Scheme by the Tribunal shall become the staff, workmen and employees of Resulting Company from Appointed Date or heir respective joining date, whichever is later and, subject to the provisions of this Scheme, on terms and conditions not less favourable than those on which they are engaged by Demerged Company and William of the Company and the Company and Demerged Undertaking.

12.2 Promoter and Non-Promoter Shareholders: Upon sanction of the Scheme by the Tribunal, Resulting Company shall without any further application or dead, issue and alct Shares, credited as fully paid-up, to the extent indicated below to the shareholders (promoter and non-promoter shareholders) of Demerged Company, holding shares in Demerged Company and whose name appear in the Register of Members on the Record Date or to such of their respective belas, executors, administrators or other legal representatives or other successors in title as may be recognised by the respective Board of Directors in the following proportion.

52 Equity share of Rs. 10/- each (fully paid-up) of Resulting Company shall be issued and allotted for every 100 (fundred) Equity Shares of Rs. 10/- each full shall be shall

48 Equity shares of Rs. 10/- each (fully paid-up) of Demerged Company shall be issued in lieu of 100 Equity shares of Rs.10/- each held by shareholders in Demerged Company pursuant to reduction and consolidation of the shares of the demerged Company.

On account of scheme of arrangement (demerger) there will be a change in the capital structure of the Demergedand Resulting Companies and the number of shares and the shareholding pattern of the Demerged Company and Resulting Company before and after the scheme of arrangementare given at para no 9.1.2

12.3 Employees: No rights of the staff and employees of the Resulting Company are being affected. Upon sanction of the Scheme by the Tribunal, all staff, workmen

and employees of Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Date of period of the perio

- result of the transfer of the Demerged Undertaking.

 124. Creditors. The Schema is expected to be in the best interest of the craditors of the Demerged Company. There are no creditors in the Resulting Company. Under the Schema, the creditors/liabilities reliable to the Demerged Undertaking being transferred by the Demerged Company shall be transferred to the Resulting Company, on a going concern basis, at the value appearing in the books of account of the Demerged Company shall be transferred to the Resulting Company, on a going concern basis, at the value appearing in the Demerged Company will not be presided in the Demerged Company under the Demerged Company will not be prejudicially affected by the Schema as no sacrifice or valver is at all called from them nor their rights sought to be modified in any manner and all the creditors of the Gemerged Undertaking of the Demerged Company will not be Demerged Company will not be come the Creditors of the Resulting Company and post the Scheme, the Resulting Company will be able in the Creditors of the Company will be able to the Company will be able to the Company will be able to the Company will be adversely affected by the Scheme.
- 12.5 Depositors & deposit trustee: Not Applicable. As on date, neither the Demerged nor the Resulting Company have any outstanding public deposits and therefore the effect of the Scheme on any such depositors and deposit trustee does not arise.
- 12.6 Debenture holders & debenture trustee: Not Applicable. As on date, neither the Demerged nor the Resulting Companyhave any outstanding Debentures and therefore the effect of the Scheme on any such debenture holders and debenture trustee does not arise.
- obeature trustee does not arise.

 The Damegrad Company and the Resulting Companies are related parties by what of the directorah of the Directors of Demograd Company in Resulting Company and holding more than 2.% of the equity shares along with persons acting in concert with them. This Scheme being a single window dearance for the matters consequential or incidental to ordherwise integrally connected with the Scheme, approval of the Scheme by the shareholders of the Companies involved shall be deemed to constitute due compliance with Section 188 and any other applicable provisions of the ScEBI (LODR) Regulations and no further action under the Act, the SEBI (LODR) Regulations and no further action under the Act, the SEBI (LODR) Regulations or the articles of association of the Companies shall be separately required.

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- Resolution passed by the Board of Directors of Demerged Company and Resulting Company approving the Scheme of Arrangementat their respective
- Scheme of Arrangementbetween Ortin Laboratories Limited (Demerged Company or Transferor Company) and Vineet Laboratories Limited (Resulting Company or Transferee Company) and their respective Shareholders and Creditors (
- A certificate issued by Auditors of the Companies to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2012
- Certificates of Incorporation, Fresh Certificates of Incorporation (where applicable) Memorandum and Articles of Association of the DemergedCompany and the Resultina Company.
- Report adopted by the Board of Directors of the Demerged Company and the Resulting Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders.
- Audited Balance Sheet and Profit and Loss account of the Demerged Company and the Resulting Company for the financial year ended on 31.03.2019.
- Supplementary Unaudited Accounting Statement of the Demerged Company and the Resulting Company for the period ended on 30.09.2019.
- Certificates issued by the Chartered Accountant confirming the Accounting Treatment proposed in the Scheme.
- k) Acopy of the Valuation Report issued by the Registered Valuer.
- I) Acopy of the Fairness Opinion Certificate issued by Merchant Banker
- m) ACopy of the Observation Letters issued by BSE and NSE.
- Complaints Report submitted by Ortin Laboratories Limited to BSE Limited and National Stock Exchange of India Limited.
- Abridged Prospectus of Vineet Laboratories Limited. o)
- p) Pre and post shareholding pattern of the demerged and resulting company
- The Scheme of Arrangement, if approved by the Sundry Creditors, shall be operative from the Appointed Date subject to the approval and directions of the Hon'bleNational Company Law Tribunal, Bench at Hyderabad.

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Intermediates. The PAN of the Company is AAFCV6694P.

iii) the brief details of Scheme of Arrangement (Merger) undergone by the company earlier:

company earlier:

In the year 2011. Viriaet Laboratorias Privata Limited (CIN U242370 C2003PTC040719 - trenderor company) headed by Mr. G. Verketa Ramana, with all its assets and labilities was merged with Orfut Laboratorias Limited (CIN L24110TG198PLC005885 - transferre company) headed by Mr. S. Murall Kirshan Murthy, with a swap ratio 17-10, i.e., for every 10 equity heades by Mr. S. Murall Kirshan Murthy, with a swap ratio 17-10, i.e., for every 10 equity headed by Mr. S. Murall Kirshan Private Limited of 17 equity shares of Orfut Laboratorias Private Limited of 17 equity shares of Orfut Laboratorias Private Limited and Carlo Carlo

C. RATIONALE

- This Scheme is presented under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 for transfer by way of Demerger of the API Intermediates Division of the Demerged Company (defined as demerged undersking) of the Demerged Company as a going concern to the Resulting Company, and consequential restructure of its Narre capital.
- (ii) The Demerged Company has presently 2 (two) Divisions namely Formulations Division and API Intermediates Division. The formulations division is being before the present present of the API Intermediates division is being operated through the Unit III located at Sy. No. 300, Malkapur Village, Choutupgal Mandal, Nalgonda District, Telangana, With an objective of achieving operational efficiencies and streamlining its current structure, the Demerged Company proposes to Demerge the API Intermediates Division currently operating through the Unit II (bit The Resulting Company of the Demerged Company shall continue to carry on the Formulations Division Dustress.
- (iii) In order to achieve efficiency of operations and management and with the intent of realigning the business operations undertaken by the Demerged Company, the management of Demerged Company has decided to concentrate on, and strengthen its core competencies and have greater focus and create more value for the Formulations Division (as defined hereinster), in the interest of maximizing the overall shareholder value by demerging the API Intermediates Division to the Resulting Company. The objectives that are intered of to be achieved by undertaking the Demerging of the API Intermediates Christopher and the consequential advantages that would ensure and, inter alia, as follows:

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14. Valuation & Fairness Certificate

Since the resulting Company will be issuing shares to all the shareholders of the Demerged Company, a Valuation Report from Mr. M. Machusudhana Report the Registered Valuerand Fairness Opinion from Culntessence Enterprises Private Limited, the SEBI Registered Category! Merchant Banker have been obtained vide their Reports dated 13 04, 2019 and 26, 04, 2019 respectively.

15. SEBI Regulations and approval of the Stock Exchanges

The Demerged Company's equity shares are listed and traded on the BSE Limited ("BSE") bearing ISIN: INE7498010128 Scrip Code: 539287 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: ORTINLABSS.

The Demerged and the Resulting Companies have obtained the approval / observations from BSE and NSE vide their letters dated 20.06.2019.

On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares in the BSE an NSE and comply with the SEBI Regulations including the Listing Regulations and SCRR in this regard.

The Demerged Company being a Listed Company shall continue to comply with all the requirements under the Listing Agreement/Regulations and all statutory directives of SEBI in so far as they relate sanction and implementation of this Scheme.

- Details of capital or debt restructuring, if any: The Scheme does not contemplate any debt restructuring nor are any of the Demerged and Resulting Companyundergoing any debt restructuring.
- In compliance with the provisions of section 232(2)(c) of the Act, the Board of the Demerged and Resulting Company, has adopted a report, inter-alia, explaining the effect of the Scheme on their respective shareholders and key managerial personnel among others. A copy of the report adopted by the respective Boards is enclosed to this notice from Amacure 31 of.
- The audited financials for the financial year ended 31.03.2019 and the unaudited supplementary accounting statement for the sixmonths period ended 30.09.2019 of the Demerged and Resulting Companyand are enclosed to this notice as Annexure 5 to8, respectively.
- Certificates issued by the statutory auditors of the Companyliesin terms of the provisos to Sections 230(7) and 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act enclosed herewith as Annexure 9.

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- None of the Directors and Key Managerial Personnel of respective Companies
 and their respective relatives is concerned or interested, financially or otherwise
 in the proposed resolution except as shareholders / nominee shareholders is
 general.
- The resolution set out in the notice is recommended in relation to the apprortune proposed Scheme of Arrangementbetween Ortin Laboratories Life (Demerged Company or Transferer Company) and Vinet Laboratories Life (Resulling or Transferee Company) and their respective Shareholders Creditors ("Geheme").
- This statement may be treated as Explanatory Statement under Section 102 read with sections 230 to 232 of the Companies Act, 2013, read with relevant rules made thereunder.

B.V. Ram Naresh Kumar Dated this the 20°day of January, 2020 CHAIRPERSON - Tribunal Convened Hyderabad Meeting of Sundry Creditors of Ortin Laboratories Limited

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- a) The nature of risk and return involved in the business of API Intermediates Division is distinct from the Formulations Division. Hence, transfer of API Intermediates Division would enable both the divisions to run and operate independently and in a more cohesive manner so as to run more profitably and attract potential collaborators for the future growth and development of business by both the Resulting Company as well as the Demerged Company.
- b) The transfer and vesting of the demerged undertaking of the Demerged Company to the Resulting Company through this Scheme is with a view to unlock the economic value of both the Companies.
- c) The said transfer of Undertaking would provide greater flexibility and visibility on the operational and financial performance of both the divisions and would provide higher feorge of findependence as well as accountability.
- (iv) The Board of Directors of the Demerged Company is of the opinion that the Scheme of Arrangement would benefit the shareholders, creditors, employees and other stakeholders of both the Companies.
- (v) This Scheme also provides for various other matters consequential or related thereto and otherwise integrally connected therewith.

D. OPERATION OF THE SCHEME

- (ii) The Demerged Company will continue its interests in the Remaining Division as is presently being carried out but with greater focus on growth opportunities.
- (iii) The Resulting Company shall issue and allot equity shares to all the sharehold of the Demerged Company as consideration for the transfer of the Demerge Undertaking, in proportion of their shareholding in the Demerged Company as the share entillement ratio.
- (iv) The Equity Shares issued by the Resulting Company to the shareholders of the Demerged Company along with the existing equity shares already issued shall be listed on BSE and NSE in accordance to LODR Regulations.
- The Demerger of the Demerged Undertaking in accordance with this Schen shall take effect from the Appointed Date in accordance of the provisions Sections 230-232 of the Act read with Section 69 of the Companies Act, 2013 at the other provisions of Companies Act, 2013 as may be applicable and shall be accordance with Section 2 (19A4) of the Income Tax Act, 1961, such that:
- all the assets relatable to the Demerged Undertaking being transferred by the Demerged Company, as on the Appointed Date shall become the properties of the Resulting Company by virtue of this Scheme;

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- No winding-up petition (including under Section 433 read with Section 434 of the Companies Act, 1956) and/or insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed/ instituted or are pending against any of the Demerged and Resulting Company.
- No investigation proceedings have been instituted or are pending in relation to any of the Demerged and Resulting Companyunder Sections 235 to 251 of the Companies Act, 1956 or under Sections 206 to 229 (Chapter XIV) of the Act.
- The Demerged and Resulting Companyhave filed a copy of the Scheme with the Registrar of Companies, Hyderabad, Telangana, pursuant to Section 232(2)(b) of the Act.

23. Details of approval from regulatory authorities and other government authorities:

The Scheme of Arrangement requires the approval / sanction / no objuthe following the regulatory and government authorities:

- a) Registrar of Companies b) Regional Director c) Official Liquidator d) Income Tax Authorities e) National Company Law Tribunal f) SEBI through Stock Exchanges (NSE & BSE)

The Companies have already received NOC from BSE and NSE vide their letters dated 20.06.2019. The Companies have also filed the Scheme with the Hon bleathoral Company Law Tribunal, Bench at Hyderabad vide joint company application bearing no CA (CAA) No. 230/230/HDBI 2019, Registrar Of Companies, Regional Director, Official Liquidator and Income Tax Authorities. ы осниранию, корушна иличил, Umical идииdator and Income Tax Authorities. The Companies are yet to file the petition before the Hon'bleNational Company Law Tribunal, Bench at Hyderabad for obtaining its approval and sanction to the Scheme.

24. Inspection:

Inspection and / or extract by the members of the Company, of the follow documents is allowed at the Registered Office of the Company on all work days (except on Saturdays, Sundays and Public Holidays) uptotwo work days prior to the date of the meeting;

- Company Application No. C.A.(CAA)NO.230/230/HDB/2019, filed by the Demerged and Resulting Company before the Hon'ble National Company Law Tribunal, Bench at Hyderabad.
- Certified copy of the order dated 6thday of January, 2020, passed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, in the C.A.(CAA) No.230/230/HDB/2019.

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Annexure-1

SCHEME OF ARRANGEMENT
IN THE MATTER OF DE-MERGER AND TRANSFER OF
DE-MERGED UNDETTAKING
BETWEEN
ORTIN LABORATORIES LIMITED ORTIN LABORATORIES LIMITED
(Demerged Company)
AND
VINEET LABORATORIES LIMITED
(Resulting Company)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(UNDER SECTIONS 230 TO 232 READ WITH SECTIONS 66 OF THE COMPANIES ACT, 2013 AND OTHER PROVISIONS OF THE COMPANIES ACT, 2013 AS APPLICABLE)

A. PREAMBLE

This Scheme of Arrangement ("Demerger") (the "Scheme") is presented under Sections 230 to 232 read with Section 60 of the Companies Act, 2015 and other Demerged Company (is. Of this Laboratories Limited) into the Resulting Company (is. Winest Laboratories Limited) and reduction of paid up equily share capital of Orth Laboratories Limited.

B. DETAILS OF COMPANIES

- Orbit aborationise Limited ("Demerged Company") was originally incorporated as a private limited company in the name and style "Ortin Laboratories Private Limited" or 27 day of Orbito 1,986 under the provisions of the Company and the word 1595 and subsequently converted into a Public Limited Company and the word Registered Orbito 21 days of the State 1,987 and 1,9
- Vineel Laboratories Limited ('Resulting Company') is a public limited company incorporated under the provisions of the Companies Act, 2013, on 10° day of November, 2016 and its registered office is situated at 5yNo. 11/43, 2016-Nagar, Kurdu Vill, Chirtalt Kurla, Eshwaramma Nilayam. L B Nagar, Hyderabel Nagar, Kurdu Vill, Chirtalt Kurla, Eshwaramma Nilayam. L B Nagar, Hyderabel Talangana 500047. The Corporate Identity Number of Resulting Company is UZ4304T62016PLC112888. The objects of the Resulting Company enable it to carry on the buseness of manufacturing of bulk drugs intermediates and API

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- (b) all the liabilities relatable to the Demerged Undertaking, as on the Appointed Date shall become the liabilities of the Resulting Company by virtue of this Scheme;
- (c) all the assets and the liabilities relatable to the Demerged Undertaking being transferred by the Demerged Company shall be transferred to the Resulting Company, on a going concern basis, at the value appearing in the books of account of the Demerged Company immediately before the Demerger;
- (d) the Resulting Company shall issue, in consideration of the Demerger Undertaking, its Equity Shares to the shareholders of the Demerged Company as on the Record Date as per the share entitlement ratio; and
- (e) all the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger.
- the Scheme shall be in compliance with the applicable SEBI Guide Regulations including LODR Regulations, SCRR and the Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, any subsequent amendr thereof ("SEBI Circular").

E. PARTS OF THE SCHEME

The Scheme is divided into the following parts

Part II -deals with transfer and vesting of demerged undertaking

Part III - deals with General terms and conditions

PARTI

DEFINITIONS, INTERPRETATIONS AND SHARE CAPITAL

- 1.1 In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:
- "Act" means the Companies Act, 2013 and any statutory modification or re enactment thereof for the time being in force.
- "Applicable Laws" means any statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority including any statutory modification or re-enactment thereof for the time being in force.

*amended the Appointed Date from 01.04.2017 to 01.04.2020 by the Boards of both demerged and resulting companies vide their respective meetings held on 17.01.2020 pursuant to Ministry of Corporate Affairs General Circular No 9/2019.

"Appropriate Authority" means and includes any governmental, statutory, departmental or public body or authority, including RBI, SEBI, BSE, NSE, Registrar of Companies, Regional Director, National Company Law Tribunal, Depositories.

"Articles of Association" means the articles of association of the Demerged Company or as the case may be, the articles of association of the Resulting Companies.

"Board" in relation to each of the Demerged Company and the Resulting Company, as the case may be, means the Board of directors of such company and shall include a committee duly constituted and authorised for the purposes o matters pertaining to the Demerger, the Scheme and/or any other matter relating

"Demerged Company" means Ortin Laboratories Limited, a company incorporated under the provisions of the Companies Act, 1965 under CML 24110TG1986FLC006885 and having registered office at D. No. 1-2-593/29, Ground Floor, Street No.4, Gagan Mahal Colony, Near Bala Sai Temple, Domaligoda Hyderbada-590029, Halingana.

- all the business, undertaking, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated, of the Demerged Company, in relation to and pertaining to the API Intermediates Division on organic potentiales business on agriculture of the Unit Illocated at Sy, No. 300, Malkapur Village, Choutuppal Mandal, Nalgondo Bistri Telengana, together with all its assets and liabilities and shall mean and include (without limitation):
- all the movable and immovable properties including plant and machinery, equipment, furniture, feutres, vehicles, stocks and inventory, freeholdfleasehold assets and other contingent assets (whether langible or intangible) of whatsoever nature in relation to the AP Intermediates Division, approvals, consents, letters of intert, registrations, contracts, engagements, arrangements, settlements, rights, and the properties of t

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"Registrar of Companies" means the Registrar of Companies at Hyderabad for the State of Andhra Pradesh and the State of Telangana.

"Remaining Employees" mean all the permanent employees of the Demerged Company other than the Transferred Employees.

"Remaining Undertaking" means all the undertakings, businesses, activities and operations of the Demerged Company other than those comprised in the Demerged Undertaking and remaining with the Demerged Company after giving effect to this Schmidt and remaining with the Demerged Company after giving effect to this Schmidt.

"Resulting Company" means Vineet Laboratories Limited, a company incorporated under the provisions of the Companies Act, 2013 under Clh. U24394T62018F0-L012888 and Anvairg registered office at 51, No. 11A/S, Saheb Nagar, Kurdu Vill, Chiralta Kunta, Eshwaramma Nilayam, LB Nagar, Hyderabad Telangana – 5000074.

"SCRR" means Securities Contracts (Regulation) Rules, 1957

"SEBI" means the Securities and Exchange Board of India.

"Scheme", "the Scheme", "this Scheme", "Scheme of Arrangement" means this Scheme of Arrangement in its present form or as may be modified by an agreement between the Parties submitted to the NCLT or any other Appropriate Authority in the relevant jurisdictions with any modification thereof as the NCLT or any other Appropriate Authority my direct.

"Share Entitlement Ratio" means, the number of equity shares of Vineet Laboratories Limited (Resulting Company) to which a shareholder of Ortin Laboratories Limited(Demerged Company) would be entitled to in proportion of his existing shares in Ortin Laboratories Limited (Demerged Company).

"Stock Exchanges" means collectively, the BSE and the NSE.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to Depositories Act, 1969, Income Tax Act, 1961 and other Applicable less, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

- In this Scheme, unless the context otherwise requires:
 (a) words denoting singular shall include plural and vice versa;
 (b) headings and bold typeface are only for convenience and shall be ignored for the
- purposes of interpretation;
 (c) references to the word "include" or "including" shall be construed without
- reterences to the word "include" or "including" shall be construed without limitation; a reference to an article, section, paragraph or schedule is, unless indicated of the contrary, a reference to an article, section, paragraph or schedule of this Scheme: (d)
- unless otherwise defined, the reference to the word "days" shall mean calendar days;

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	Grand Total (I+II)	5901366	34.84	2832647	34.84
	Total (II)	4138820	24.43	1986629	24.43
10	Gaddam Balaji	32680	0.19	15686	0.1
9	Gaddam Srinivasa Rao	69680	0.41	33446	0.4
8	Venkata Rama Gaddam	767247	4.53	368278	4.5
7	A Anantalakshmi	319022	1.88	153130	1.8
6	Venkata Ramana Gaddam	818409	4.83	392836	4.8
5	A Maithali	323310	1.91	155188	1.9
4	A Prabhakar Raju	616933	3.64	296127	3.6
3	A Ranga Raju	302775	1.79	145332	1.7
2	A. Srinivas Raju	392634	2.32	188464	2.3
1	Satyanarayanaraju Bhupathiraju	496130	2.93	238142	2.9

2.4.2. Post-demerger shareholding pattern of OLL (demerged company i.e., Group I) will be as under:

The post demerger shareholding pattern of OLL (demerged company) is given below:

Category	No. of shares	% of demerged paid up capital
Promoters	8,46,018	10.41
Public	72,85,374	89.59
Total	81,31,392	100.00

2.5.1 Pre- Demerger shareholding pattern of Vineet Laboratories Limited (Resulting Company)

The pre demerger shareholding pattern of M/s Vineet Laboratories Limited is

g		
Category	No. of shares	% pre-demerger paid up capital
Promoters	4,10,000	100
Public	0	0
Total	4 10 000	100

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readils, titles, interests, benefits, advantages, leasehold rights, sub-letting tenancy rights, goodwil, other intangibles, industrial and other iscenses (as other quote rights, goodwil, other intangibles, industrial and other iscenses (as other quote rights, right to use and avail of felephones, bless, facarinia and other communication facilities, connections, installations and equipment, utilities, electricity and electronic and all other services of every kind, nature and escription whatsoever, provisions, funds and bonefits of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from customers, contractions or other counter parties, etc., all earnest mories and/or deposits, privileges, liberfies, easements, advantages, benefits, exemptions, licenses, privileges, concerning the API intermediates bytein and approvals of whatsoever nature (including but not limited to benefits of all tas holiday, tax relief deducted at source, brought forward accumilated in favour of or enjoyers or possession or control of orward accumilated in favour of or enjoyers or provision or control of or vested nor granted in favour of or enjoyers or provision or control of or vested nor granted in favour of or enjoyers or provision or control of or vested nor granted in favour of or enjoyers or provision or control of or vested nor granted in favour of or enjoyers or provision as on the Appointed Date, (include all the edity, borrowings, obligations and liabilities, whether present, or future,

- (b) all the debts, borrowings, obligations and liabilities, whether present, or future, whether secured or unsecured, of the Demerged Company in relation to the API Intermediates Division as on the Appointed Date comprising of:
 - (i) all his debts, daties, abdigations and liabilities including contingent liability which arise out of the arbitries or operations of the bummingsed company which arise out of the arbitries or operations of the bummingsed company and obligated little or operations of the bummingsed company to the bumming Undertaking which may accrue or arise after the Appointed Date but with related to the period up to the day of immediately preceding the Appoint in the production.
 - (ii) the specific loans and borrowings raised, incurred and utilised solely for the activities and operations of Demerged Company in relation to the API Intermediates Division; and
 - (iii) liabilities other than those referred to in sub-clauses (i) and (ii) above and not directly relatable to the API Intermediates Division, being the amounts of any negerier or multipurpose borrowings of Demerged Company as stand the same proportion which the value of assets transferred under this Clause of API Intermediates Division bears to the total value of the assets of the Demerged Company immediately before the Appointed Date;
- (c) all intellectual property rights, including trademarks, trade names and the powell associated thereafty, patients, patient rights, copyrights and other industrial designs and intellectual properties and rights of any nature whatsoever including know-how, or any applications for the above, assignments and grants in respect thereof of the Demerged Company in relation to the API Intermediates Division as onthe Appointed Date;

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- (f) informacis to dates and times shall be construed to be references to Indian dates and times; (g) inference to a document includes an amendment or supplement to or replacement no rovation of that document; (h) word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them.

of the **Demerged Company** as on **30th June, 2018**, is as under

Particulars	Amount in Rs.
AUTHORISED SHARE CAPITAL (2,00,00,000 equity shares of Rs.10/- each)	20,00,00,000
SUBSCRIBED, ISSUED AND PAID-UP SHARE CAPITAL (1,69,40,400 equity shares of Rs.10/- each)	16,94,04,000

The equity shares of the Demerged Company are listed on BSE and NSE

2.2 The Share capital of the Resulting Company as on 30th June, 2018 is as under the company as on 30th June, 2018 is as as under the company as on 30th June, 2018 is as as a company as on 30th June, 2018 is as a company as on 30th June, 2018 is as a company as on 30th June, 2018 is as a company as on 30th June, 2018 is as a company as on 30th June, 2018 is as a company as on 30th June, 2018 is as a company as a company as on 30th June, 2018 is as a company as a company as on 30th June, 2018 is a company as a company as on 30th June, 2018 is as a company as on 30th J

Particulars	Amount in Rs.
AUTHORISED SHARE CAPITAL (4,10,000 equity shares of Rs.10/- each)	41,00,000
SUBSCRIBED, ISSUED AND PAID-UP SHARE CAPITAL (4,10,000 equity shares of Rs.10/- each)	41,00,000

2.3 Reclassification of Promoters as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

and useroscient requirements; requirements; requirements; requirements; requirements; requirements of Mis Ortin Laboratories Limited consists of two groups. In the post demergen() not group (group-1) will confirme as promoters of OLI (demerged company) and the other group (group-11) will reproduce the other group (group-11) will reproduce the other groups; requirements of the groups; and the groups of the groups; and the groups of OLI. The scheme is designed in such as way that there will not be any common promoters in both the companies. Both the groups independently will handle the management of both the companies as separates set of promoters.

- a) Group I headed by Mr. S. Murali Krishna Murthy and his family members will continue to remain the promoters of Ortin Laboratories Limited after demerger (demerged company).
- (bernier ged collipanry.)
 b) Group II headed by Mr. G. Venkata Ramana and his family members and associates will exit as promoters from M/s Ortin Laboratories Limited and become the promoters of M/s Vineet Laboratories Limited (resulting company).

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2.5.2 The breakup of the promoter's shareholding covering both the pre and post demerger is given below:

SI. No	Name of the promoter	Existing Promoter in OLL in Group II	Existing Promoter in VLL	Pre Scheme Shares in VLL	%	Post scheme shares (including pre scheme shares)	%
1	Satyanarayanaraju Bhupathiraju	Yes	Yes	30000	7.31	287987	3.12
2	A. Srinivas Raju	Yes	Yes	34650	8.44	238819	2.59
3	A Ranga Raju	Yes	Yes	34650	8.44	192093	2.08
4	A Prabhakar Raju	Yes	Yes	36400	8.88	357205	3.87
5	A Maithali	Yes	Yes	36400	8.88	204521	2.22
6	Venkata Ramana Gaddam*	Yes	Yes	51600	12.59	477172	5.18
7	A Anantalakshmi	Yes	No		-	165891	1.80
8	Venkata Rama Gaddam*	Yes	Yes	51400	12.54	450368	4.89
9	Gaddam Srinivasa Rao	Yes	No			36233	0.39
10	Gaddam Balaji	Yes	No		-	16993	0.18
11	V. Varaprasada Rao	No	Yes	51400	12.54	162083	1.76
12	K. Murli Mohan	No	Yes	50000	12.20	50000	0.54
13	P. Kishore Raju	No	Yes	16750	4.09	16750	0.18
14	P. Venkata Krishnam Raju	No	Yes	16750	4.09	16750	0.18
	Total			410000	100	2672865	28.99

"The post scheme shares of Mr. Verkata Ramana Gaddam and Mrs. Verkata Rama Gaddam were inadvertently mentioned as 468804 (5.09%) and 478972 (5.17) respectively in the approved scheme or 15.05.2019. The same was rectified by the Board of both the demerged and resulting Companies in their respective meetings held on 17.01.2019.

As shown in the above table, the existing promoters of Vineet Laboratories Limited (resulting company) who are also existing promoters in Group II of Ortin Laboratories are also existing promoters in Group II of Ortin Laboratories post demerger, the promoters in Group I of Ortin Laboratories Limited will be a part of public shareholders in Vineet Laboratories Limited (Resulting Company). Post demerger shareholders in Vineet Laboratories Limited (Resulting Company).

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- (d) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, date catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer princing information and other records whether in physical or electronic form, in cornection with or relating to the API intermediates Division of the Demerged Company as on the Appointed Date.
- (e) all employees of the Demerged Company engaged in the API Intermediates Division; and
- (f) any question that may arise as to whether a specific asset Itangible or interruptive or any isability portains or does not partian to the API Intermediates Division or whether it arises out of the activities or operations of the API Intermediates Division or not, shall be decided by the Board of the Demerged Company or any Committee thereof in consultation with the Board of Directors of the Resulting Company.

"Encumbrance" means (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any fixed securing, or confering any priority of payment in respect of, any obligation of any person, including any right grained by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security but which has an economic or financial effect similar to the granting of security but which has an economic or financial effect similar to the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws (i) any spox, power of altoway, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person, and (ii) any adverse claims as to the, possession or use.

"Memorandum" means memorandum of association of a Company.

"NCLT/Tribunal" means the National Company Law Tribunal at Hyderabad.

"NSE" means the National Stock Exchange of India Limited.

"Parties" or "Parties to the Scheme" means the Demerged Company and the Resulting Company.

"RBI" means the Reserve Bank of India.

"Record Date" means the date to be fixed by the Board of Directors of the Demerged Company in consultation with the Resulting Company for the purpose of reckoning names of the equity shareholders of the Demerged Company, who shall be entitled to receive Equity Shares of the Resulting Company pursuant to this Scheme.

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- c) Thus, in the Post demerger, Group I (the promoters of demerged company) will continue as public shareholders in the Resulting company and the Group II (the promoters of Resulting company) will continue as public shareholders in the demerged company.
- 2.4.1. The shareholding pattern of M/s Ortin Laboratories Limited before demerger as on 30.06.2018 is as under:

Category	No. of shares	%
Promoters	59,01,366	34.84
Public	1,10,39,034	65.16
Total	1,69,40,400	100.00

The breakup of the promoters is given below covering both pre and post demerge

SI.No	Name of the promoter	Pre scheme Shares	%	Post scheme shares	%
GROU	PI				
1	S Murali Krishna Murthy	143475	0.85	68868	0.85
2	S. Balaji Venkateswarulu	157827	0.93	75756	0.93
3	S Sarath Kumar	120200	0.71	57696	0.71
4	S Venkata Sujatha	122800	0.72	58944	0.72
5	Lakshmi Shravani Dasari	87500	0.52	42000	0.52
6	S Srinivas Kumar	246723	1.46	118427	1.46
7	S Hema Kumari	110200	0.65	52896	0.65
8	S Tandav Krishna	90650	0.54	43512	0.54
9	S Ravi Sankar	85000	0.50	40800	0.50
10	S Rajeshwari	39110	0.23	18772	0.23
11	S Krishna Karthik	60000	0.35	28800	0.35
12	S Satya Praveen Kumar	79316	0.47	38071	0.47
13	S. Nagajyothi	90290	0.53	43339	0.53
14	S Venkataratnamma	192389	1.14	92346	1.14
15	S. Venkata Subbamma	101250	0.6	48600	0.60
16	S Mohan Krishna Murthy	35816	0.21	17191	0.21
	Total (I)	1762546	10.41	846018	10.41

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Post-scheme shareholding pattern of VLL (resulting company):

Category	No. of shares	% paid up capital after demerge
Promoters*	26,72,865	28.99
Public*	65,46,143	71.01
Total	92,19,008	100.00

*The promoters and public shares were inadvertently mentioned as 2691101 (29.19) and 6527907 (70.81) respectively in the approved scheme on 15.05.2019. The same was rectified by the Board of both the demerged and resulting Companies in their respective meetings held on 17.01.2020.

COMPLIANCE WITH TAX LAWS

The Scheme has been drawn up to comply with the conditions relating to demarger' as defined under Section 2(19AA) and other relevant sections of the locome-tax Act 1981 and accordingly all the Assets and Liabilities pertaining to the demerged undertaking shall be transferred from the demerged company to the resulting company at book values only. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall preval. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. The power to make such amendments shall vest the Board of Directors of Demerged Company, which power can be excessed onlying and shall be exercised in the best interest of the companies and their shareholders.

PART II

TRANSFER AND VESTING OF DEMERGED UNDERTAKING AS A GOING CONCERN

4. TRANSFER AND VESTING

With effect from the Appointed Date, the Demerged Undertaking of the Demerged Company shall, stand transferred to and vested in or deemed to be transferred to and vested in Resulting Company, as a going concern and in the following manner:

- 4.1 With effect from the Appointed Date and upon sanction of the Scheme by the Tribunal, the whole of Demerged Undertaking and its properties, shall pursuant to the provisions contained in Sections 230 to 222 and all other applicable provisions, if any, of the Act and without any further act, deed, matter or thing, stand transferred to and vested in and/or be deemed to be transferred to and vested in andlers deemed to be transferred to and vested in Resulting Company so as to vest in Resulting company all rights, title and interest pertaining to the Demerged Undertaking as follows:
- a) All the movable assets pertaining to the Demerged Undertaking, which are

- capable of being physically transferred including cash on hand, shall be physically handed over by manual delivery or endorsement and delivery, to the physically handed over by manual feelivery or endorsement and elivery to the Company on such handing over in prusance of the provisions of Sections 230-232 of the Act. Such delivery and transfer shall be made on a date to be mutually agreed upon between the respective Board of Directors or Committees thereof of Demerged Company and Resulting Company within 30 days from the approval of the Scheme by the Tribune.
- In respect of the assets other than those referred to sub-clause 4.1.(a) above, pertaining to Demerged Undertaking including actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind of rof value to be received and deposits with the Government, semi-Government, local and be received and deposits with the Government, semi-Government, local and notices in such from as Resulting Company may specify stating that pursuant to this Scheme, the relevant debt, loan, advance, deposit or other asset, be paid or made good to, or be held on account of, Resulting Company as the present of the control of the co
- In respect of such of the assets belonging to the Demerged Undertaking other than those referred to in sub-clauses (a) and (b), the same shall be transferred to on a divested in and/or be deemed to be transferred to and vested in Readro to deemed to be transferred to and vested in Readro Company on the Appointed Date pursuant to the provisions of Sections 230-232 dthe Act.
- With effect from the Appointed Date and upon sanction of the Scheme by the Tribunal, all debts, labilities including accrued interest thereon, confingent labilities, duties and obligations of every kind, nature and description of Demerged Company pertaining to the Demerged Undertaking under the privisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, and without any turther act or deed, be transferred to or be deemed to be transferred to Resulting Company, so as to become from the Appointed Date the debts, liabilities including accrued interest thereon, confingent liabilities, to the company of the section of the section of the properties of the debts, liabilities including accrued interest thereon, who is a party or contract or arrangement by virtue of which such debts, liabilities including accrued interest thereon, confingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.
- With effect from the Appointed Date and upon sanction of the Scheme by the Tribural, any statutory licenses, permissions or approvals or consents haid by the Company of the Company of the Company of the Company of the Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Resulting Company and the benefit of all statutory and Regulated permissions, environmental approvals and consents, registration or other increases, etc., shall well and become available

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- It is expressly provided that, save as mentioned in this scheme, no other term and condition of the liability transferred to the Resulting company is modified by virtue of this Scheme except to the extent that such amendment is required by
- 4.10 Subject to necessary consents being obtained in accordance with the terms of this Scheme the provisions of above sub-clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document.
- willing of the term's of sairculor to issue of any security obcurring. It is, clarified that if any assets, is estable, claims, rights, title, interest in or authorities relating to such assets) or any contract, deads, bonds, agreements, schemes, arrangements of other instruments of whatsoever in relation to any of the Demerged Company owns or to which Demerged Company is a party and which cannot be transferred to Resulting Company or to its successor in business, for any reason whatsoever, Demerged Company shall hold such assets or contract, deads, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Resulting Company to which the Demerged Undertaking is being transferred in term of this scheme, in so far as it is permissible so to 0, till such time as the transfer a Scheme, in
- 4.12 With effect from the appointed date, the general reserve of the demerged Company pertaining to the demerged undertaking shall become the General Reserves of the Resulting Company.
- REDUCTION IN SHARE CAPITAL OF THE DEMERGED COMPANY TO GIVE EFFECT TO DEMERGER
- GIVE EFFECT TO DEMERTISE.

 As a result of Demerger and resultant transfer of the API Intermediates Division to the resulting Company, the issued, subscribed and paid up share capital of the Demerged Company will no longer be represented by the assets of the Demerged Company consequent to the Demerger of the API Intermediates to the Demerger of the API Intermediates and the control of the Company consequent to the Demerger of the API Intermediates and the Company consequent to the Demerger of the API Intermediates and the Company shall be reduced by reducing the face value capital of the Demerged Company shall be reduced by reducing the face value of the equity shares form (cone) equity share of Rs. 14 80f. each fully paid. As a result, the issued, reduced from Rs. 16,94.0,000 to Rs. 13,13,202 comprising of 1,69.4,0400 equity shares of Rs. 480f-each without any further act or deed.
- Simultaneously, 100 (hundred) equity shares each of Rs.4.80/-, shall be consolidated into 48(Forty eight) fully paid up equity share of Rs.1.60/- each. Due to the reduction in capital of the Demerged Company and the aforesaid consolidation, if a shareholder becomes entitled to a fraction of an equity share of the Demerged Company, the Demerged Company shall not issue straction share cardificates to such member / beneficial owner but shall consolidate such as the constituted by the Demerged Company in the Demerged Company in the shall who shall set such shares and distribute the net sale proceeds(after deduction of expenses

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- abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be held in abeyance by Resulting Company.
- otherwise, also be held in abeyance by Resulting Company.

 In so far as the issue of early whates pursuant to Cause 6 it is concerned; the same shall be issued and allotted in dematerialized form to those equily shareholders who hold equily shares in Demerged Company in dematerialized form, in to the account with the Depository Participant in which the equily shares of Demerged Company are had read to result other account with the Depository Participant as is infimated by the equily shareholders to Resulting Company who hold equily shares of Demerged Company in physical form shall also have the option to receive the shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are infimated in writing to Resulting Company before the Record Date. In the event method in the shares are to be issued in physical form of any member has not provided the requisite details reliant jobs in the event with a Depository Participant or their confirmations as may be required or if the details furnished by any member do not permit electronic credit of the shares of Resulting Company. In accordance with the Demerged Company in a secondance with the Demerged Company in a secondance with the Demerged Company in accordance with the Demerged Company.
- In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company, the Board of Directors or any committee thereof of Demerged Company, the Board of Directors or any committee thereof of Demerged Company shall be empowed in appropriate cases, prior to or even subsequent to the Record Date, to effectuate or the shareholder of the Record Date, to effect the saving to the transfer of the share in Demerged Company and in relation to the shares issued by Resulting Company after the effectiveness of this Scheme. The Board of Directors of Demerged Company and Resulting Company shall be empowered to jointly remove such difficulties as any arise in the course of implementation of this Scheme and registration of new members in Resulting Company and Scoul of difficulties as any arise in the course of implementation of this Scheme and registration of new members in Resulting Company and Scoul of difficulties as any arise in the course of implementation of this Scheme and registration of new members in Resulting Company on account of difficulties as any
- For the purpose as aforesaid the Resulting Company shall, and to the extent required, increase its Authorised Capital after this Scheme has been ancidened by the NCLT thut before the issue and alloment of shares. It shall be not shall be n
- The equity shares already issued by the resulting Company prior to this scheme of arrangement and issued by it, in terms of Clause 6.1 of this Scheme together with the new shares pursuant to this scheme, will be listed and/or admitted to

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- to Resulting Company as if they were originally obtained by Resulting Company. In so far as the various incentives, subsidies, rehabilitation schemes. Company, in so far as the various incentives, subsidies, rehabilitation schemes, special status and other bonefits or privileges enjoyed, granted by any special status and other bonefits or privileges enjoyed, granted by any bone properties of the properties of
- Company.

 The entitlement to various benefits under incentive Schemes and Policies in relation to the Demerged Undertaking of the Demerged Company shall stand control of the Demerged Company shall stand and vested in the Resulting Company (opether with all benefits, entitlements or incentives of any nature whistower. Such entitlements shall include but all not be firmled to) income-lax, goods and service tax sales tax, value added tax in relation to the Demerged Undertaking to be claimed by the Resulting Company entitled to all such benefits under such incentive scheme andor policies, subject to continued compliance by the Resulting Company of all the terms and conditions subject to which the benefits under such incentive scheme andor policies, subject to which the benefits under such incentive Schemes were made available to the Demerged Company.
- Since each of the permissions, approval, consents, sanctions, remissions (including remission under income-lax, goods and service tax sales tax, value added tax, turnover tax, excise duty, service tax, customs), sealer services and service tax estables, sealer services and other services and the services of the servi
- It is clarified that all the taxes and duties pertaining to the Demerged Undertaking payable by the Demerged Company, from the appointed date ownexis including all or as any refund and claims shall, for all purposes, be treated as the tax and are duties, liabilities or refunds and claims of Resulting Company Accordingly, upon the Scheme becoming effective, the Resulting Company is expressly to file its respective income-tax, income-tax, goods and service tax sales tax, value added tax, tumover tax, exosis duty, service tax, customs and any other return to claim refunds/ credits, pursuant to the provisions of this Scheme.
- The transfer and vesting of the Demorged Underteiting as afforeast shall be subject to the incident generalities, charges, mutagages and other enumbrances if any, subsisting over or in respect of the property and assets or any part thereof reliable to the Demorged Undertaking to the extent such securities, charges, mortagages, encumbrances are created to secure the liabilities forming part of the Demorged Undertaking.

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- incurred) to the shareholders / beneficial owners respectively entitled to the same in proportion to their fractional entitlement.
- same in proportion to their reactional entitlement.

 The reduction in the Share Capital of the Demerged Company shall be effected as an integral part of the scheme in accordance with the provisions of Section 6 and any other applicable provisions of the Act and the Order or NCLT sanctioning the scheme shall be deemed to be also the Order under Section 65 and any other schemes shall be deemed to be also the Order under Section 65 includes the scheme shall be deemed to be also the Order under Section 65 includes the scheme shall be deemed to be also the Order under Section 65 includes the scheme shall be deemed to be also the Order under Section 65 includes the scheme shall be deemed to be applicable. Notwithstanding the reduction in the equily share capital of the Demerged Company shall not be required to add "And reduced" as sufficial to Insurance.
- It is hereby clarified that for the above purpose the consent of the shareholders to the scheme shall be deemed to be sufficient for the purpose of affecting the above amendment and no further resolution under the act, would be required to be separately passed.

Alteration of Authorised Capital of Demerged Company and resulting Company

- Company
 As a consequence of the reduction of capital of the Demerged Company, the
 Authorized share capital of the Demerged company shall be reorganized and
 shall comprise of \$90,0000 equity shares of Rs. 10⁴, each aggregating to Rs.
 9,00,0000 and the subscribed, issued and paid up capital shall comprise of
 13,1332 raw equity shares of Rs. 10⁴, on Each aggregating for Rs. 3,13,132 raw.
- The following clauses in the Memorandum and Articles of the Asso Demerged Company shall stand amended to read as under:
- Clause V in the Memorandum of Association: The Authorized Share Capital of the Company is Rs. 9,80,00,000 divided in the 50,00.000 equity shares of Rs. 10-leach, subject to the provisions of the Companies Act, 2013 with be rights. Of the Companies Act, 2013 with be rights. Association of the Company for the time being into several classes and to attack harest orsepectively such preferential, qualified or special rights, privilege or conditions as may be determined by or in accordance with the Articles or conditions as may be determined by or in accordance with the Articles or Association of the Company for the time being and to vary modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Sacciation of the Company for the time being.
- To the extent of reduction in the Demenged Company, the authorized capital of the Demenged Company to the extent of 52% i.e., Rs. 10,40,00,000 shall stand transferred to and merged with the authorized capital of the Resulting Company.
- "Consequent upon the scheme coming into effect the existing authorized share capital of the Resulting Company of Rs. 41,00,000 divided into 4,10,000 equity shares of Rs. 10/- each is re-organized and shall be Rs. 10,81,00,000 divided

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- trading on the stock exchange where the demerged Company shares are already listed and traded subject to necessary approval to be obtained from Regulated authorities and all necessary applications and compliances will be made in this respect by Resulting Company.
- Approval of this Scheme by the shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 52.8.4.2 of the Act, and the other relevant and applicable provisions of the Companies Act, 2013 for the issue and allotment of equity shares by Resulting Company to the equity shareholders of Demerged Company, as provided in this Scheme.
- 6.10 The equity shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchance.
- 6.11 The equity shares to be issued by Resulting Company shall be subject to the Scheme and the Memorandum and Articles of Association of Resulting
- Company.

 5.2 The Resulting Company shall, if and to the extent required to, apply for and
 5.2 The Resulting Company shall, if and to the extent required to, apply for and
 5.2 The Resulting Company of the Company of the Section Se
- Resulting Company shall comply with the relevant and applicable rules and regulations including provisions of Foreign Exchange Management Act, 1999 to enable it to issue shares pursuant to this scheme.
- The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange.
- There shall be no change in the shareholding pattern of Vineet Laboratories
 Limited between the record date and the listing.

- Upon sanction of the Scheme by the Tribunal and with effect from the Appointed Date, the Resulting Company shall account for demerger in its books as under:
- All the assets, including but not limited to the fixed assets, intangible and any other assets pertaining to the demerged undertaking, shall be recorded by the Resulting Company at their respective book values.
- All the liabilities pertaining to the Demerged Undertaking shall be recorded by the Resulting Company at their book values.
- 7.3 In case of any difference in accounting policies between the Demerged Company and the Resulting Company the accounting policies followed by the Resulting Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

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 In so far as any securities, charges, hypothecation and mortgages over the assets comprised in the Demarqued Undertaking are securities for liabilities of securities. The comparison of the Demarqued Undertaking are securities for liabilities of Effective, without any further act, instrument or dead be modified to the extent that all such assets shall stand released and discharged from the obligations and security relating to the same and the securities, charges, hypothecation and mortgages shall entitly extended and extended the securities and the securities charges and the securities charges assets transferred to Resulting Company in terms of this Scheme. The absence assets transferred to Resulting Company in terms of this Scheme. The absence assets transferred to Resulting Company in terms of this Scheme. The absence assets transferred to Resulting Company in terms of this Scheme. The absence has the second any formal amendment which may be required by a lender or third party shall not affect the operation of the above. The provisions of this Clause shall operate the object of the second of the scheme of the contract of the scheme of the Demarqued Undertaking with Resulting Company by vitue of the vesting of the Demarqued Undertaking with Resulting Company by the the Scheme has become effective.
- therefore after the Scheme has become effective.

 Provided further that all the leans, advances and other facilities sanctioned to Demegaed Company in relation to the Demegaed Londensking by its bankers and financial institutions prior to the Appointed Date, which are partly drawn or utilised shall be deemed to be the loans and advances sanctioned to Resulting Company and the said loans and advances may be drawn and utilised either partly or fully by Demergaed Company from the Appointed Date till the Schemeis associated by the Tribunal and all the loans, advances and other facilities so drawn by Demergaed Company in relation to the Demergaed Undertaking (within everall limits sanctioned by their bankers and financial institutions) shall upon sanction of the Scheme by the Tribunal be treated as loans, advances and other facilities to Demergaed Company in relation to the Demergaed Company.
- Without prejudice to the above and upon sanction of the Scheme by the Tribunal, the Demerged Company and the Resulting Company shall execute any interference of occurrent or to all the acts and deeds as may be required, with the Resulting of the Resulting Company (and the Resulting Company (and the Resulting Companies) and other Authorities under the Act to give formal effect to the above provisions, if required.

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into 1,08,10,000 equity shares of Rs. 10/- each".

The following clauses in the Memorandum and Articles of Association of the Resulting Company shall stand amended to read as under:

Clause V in the Memorandum of Association: "The Authorized Share Capital of the Company is Rs. 10,81,00,000 divided into 1,08,10,000 equity shares of Rs. 10-each. The Company shall have power from time to time to increase, reduce or alter its Share capital and issue any shares in original or new capital as equity or preference shares".

ISSUE OF SHARES BY THE RESULTING COMPANY

- upon sanction of the Scheme by the Tribunal, Resulting Company shall without any further application or deed, issue and allot Shares, credited as fully paid-up, to the extent indicated below to the shareholders of Demerged Company, holding shares in Demerged Company and whose name appear in the Register of Members or the Record Dete or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as nay be recognised by the respective Dead of Derectors in the following proportion:
- 52 Equity share of Rs. 10/- each (fully paid-up) of Resulting Company shall be issued and allotted for every 100 (hundred) Equity Shares of Re. 10/- each(fully paid-up) held by the shareholders in Demerged Company amounting to 88.09,008 equity shares of Rs. 10/- each.
- The 88,09,008 equity shares issued and allotted by the Resulting Company in terms of this Scheme shall rank pari-passu in all respects with the existing equity shares of the Resulting Company.
- equity shares of the Resulting Company.

 No fractional startes(s) shall be issued by the Resulting Company in respect of any fractions which the members of the Demerged Company may be entitled to on issue and allotment of the New Equity Shares as a forecast dy the Company. The Board of Directors of the Resulting Company shall instead, consolidate all such fractional entitlements and self New Equity Shares in its thereof to be a such fractional entitlements with express with the startest of the startest of
- Shares to be issued by Resulting Company pursuant to Clause 6.1 in respect of any equity shares held by shareholder of Demerged Company which are held in

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- Resulting Company shall credit to the Share Capital account in its books of account, the aggregate face value of the shares issued and allotted as per Clause 6.1 of the Scheme to shareholders of Demerged Company.
- The difference being the excess of the Net Assets Value of the Demerged Undertaking transferred to and necorded by Resulting Company as per Clause above, after considering the adjustments mentioned in Clause I? 3 above, shall be credited to General Reserve of Resulting Company, The shortfall, if any, shall be decided to Gondell account of Resulting Company.

ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

- Upon sanction of the Scheme by the Tribunal and with effect from the Appointed Date, the Demerged Company shall account for demerger in its books as under:
- Upon sanction of the Scheme by the Tribunal and from the Appointed Date, Demerged Company shall reduce from its books, the book value of assets and liabilities transferred part of the Demerged Undertaking to Resulting Company, pursuant to the Scheme.
- The difference in the book value of assets and the book value of liabilities transferred pursuant to the Scheme shall be adjusted entirely against the General Reserve Account as provided. 8.2

CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

- Demerged Company in respect of the Demerged Undertaking, shall carry on and be deemed to have been carrying on the business and activities and shall of the company thereby undertakes to hold the said assets with utmost prudence until the Scheme is sanctioned by Hon Die Triburuh.
- With effect from the Appointed Date, all the profits or income accruing or arising to Demerged Company in respect of the Demerged Undertaking or expenditure or losses arising to or incurred by Demerged Company in respect of the Demerged Undertaking, shall for all purposes and intents be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses (as the case may be) of Resulting Company.
- Demarged Company in respect of the Demarged Undertaking shall carry on the business and activities with reasonable diligence, business prudence and shall not without the prior written consent of Resulting Company, alienate, charge, mortgage, encumber or encumber or otherwise deal with or dispose-off the Demarged Undertaking or any part thereof except in respect of activities of the ordinary course of business nor shall it undertake any new businesses within the Demarged Undertaking or as substantial expansion of the Demerged One
- 9.4 Demerged Company shall not vary the terms and conditions of service of the

employees or conclude settlements with unions or employees, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of Resulting Company.

DECLARATION OF DIVIDEND

- For the avoidance of doubt it is hereby clarified that nothing in this Scheme shall prevent Demerged Company from declaring and paying dividends, whether interim or final, to its equity shareholders as on the record date for the purpose of any such dividend.
- 10.2 Demerged Company shall not utilise the profits or income, if any, relating to the Demerged Undertaking for the purposes of declaring or paying any dividend to its shareholders or for any other purpose in respect of the period failing on and after the Appointed Date, without the prior written consent of the Board of Directors of Resulting Company.

- All legal proceedings of whatsoever nature by or against Demerged Company pending and/or arising before the Scheme becomes Effective upon sanction by pending and/or arising before the Scheme but she will be a support of the descontinuous or be descontinuous or be in any prejudicially affected by reason of the Scheme or by anything contained in this Scheme but she less continued and enforced by or against the Resulting Company, as the sase may be, in the same manner and to the same actient as would or might have been continued and enforced by or against Demerged Company.
- After the sanction of the Scheme by the Tribunal, if any proceedings are taken against Demerged Company in respect of the matters referred to in Clause 11.1 above, it shall defend the same at the cost of Resulting Company and Resulting Company shall reimburse and indemnify Demerged Company against liabilities and obligations incurred by Demerged Company in respect thereof.
- Resulting Company undertakes to have all respective legal or other proceedings initiated by or against Demerged Company referred to in Clause 11.1 or 11.2 above transferred into it's name and to have the same continued, prosecuted and enforced by or against Resulting Company as the case may be, to the exclusion of Demerged Company.

12. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

12.1 Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument. but subject to the other provisions of this of the contract of the contract of the contract of the contract of the scheme by the Tribunal and relating to the Demerged Undertaking, shall continue in full force and effect against or in two or Fasulting Company and may be enforced effectively by or against Resulting Company as fully and effectually set, instead of Demerged Company, Resulting Company had been contracted as it is need to Demerged Company, Resulting Company had been contracted to the contract of the

ORTIN LABORATORIES LIMITED

16. TAX CREDITS

- Resulting Company will be the successors of Demerged Company vis-a-vis the Demerged Undertaking, Henco, it will be desemed that the benefit of any tax the Demerged Undertaking and the Demerged Undertaking and the obligations if any for payment of the tax on any assets forming part of the Demerged Undertaking or their erection and/or installation, chaile to deemed to have been availed by Resulting Company. Consequently, and as the Scheme does not contemplate arranvial of any asset by Resulting Company from the premisels which it is tasked, no evenant of any tax or of the case to be made of a required to be the oble by Demerged Company.
- With effect from the Appointed Date and Upon sanction of the Scheme by the Tribunal, all taxes, duties, coss payable/receivable by Demerged Company relating to the Demerged Undertaking including all or any refunds/credit/claims relating thereto shall be treated as the asser/liability or refunds/credit/claims, as the case may be, of Resulting Company.
- 16.3 Demerged Company and Resulting Company are expressly permitted to revise their respective tax returns including tax deducted at source (TDS) certificates? returns and to claim refunds, advance tax credits, excise and service tax credits, set off, etc., on the basis of the accounts of the Demerged Undertaking of Demerged Company as vested with Resulting Company Upon sanction of the Scheme by the Thounal, and its right to make such revisions in the related tax returns and related certificates as applicable and the right to claim refunds, discovered to the second of the scheme of the second of the scheme of the scheme and the Scheme becoming effective is expressly esserved.

PART III GENERAL TERMS AND CONDITIONS

LISTING REGULATIONS AND SEBI COMPLIANCES

- On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares in the BSE an NSE and comply with the SEBI Regulations including the Listing Regulations and SCRR in this regard.
- 17.2 The Demerged Company being a Listed Company shall continue to comply with all the requirements under the Listing Agreement/Regulations and all statutory directives of SEBI in so far as they relate sanction and implementation of this Scheme.
- 17.3 The Demerged Company in compliance with Listing Agreement/Regulations shall apply for approval of BSE and NSE where the shares are listed, before approaching the NCLT for sanction of this Scheme.
- 17.4 New equity shares allotted to the Shareholders of the Demerged Company by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system until listing /trading permission is granted by the Stock

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postal ballot and e-voting after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, and such resolution shall be acted upon froll yiel volose astly the public shareholders in favour of the Scheme are more than the number of volos cast by public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contract (Regulation) Rules, 1957.

The certified or authenticated copies of the Orders of the NCLT being filed with the Registrar of Companies of Andrha Pradesh and Telangana, Hyderabad under Sections 230 to 232 and other applicable provisions of the Act requisite resolutions under the applicable provisions of the said Act passed by the shareholders of the Resulting Company for any of the matters provided for orrelating to the Scheme as may be necessary or desirable.

EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Demerged Company and the Resulting Company in relation to or in connection with the Scheme and of carrying out an accompletion of the arrangement between the Demerged Company and the Resulting Company, in pursuance of the Scheme shall be borne by the respective Companies.

S.No.	Name of the License/Permission/ certificates	Department
1	LABOUR LICENSE	NALGONDA
2	INSPECTOR OF FACTORIES	NALGONDA
3	FIRE	CHOUTUPPAL
4	BOILER	NALGONDA
5	ACETIC N HYDRADE	CHENNAI/BANGLORE
6	LIQUID NITROZEN	NAGPUR/ HYDERABAD
7	EXPLOXIVE	NAGPUR/ HYDERABAD
8	ETHANOL	RAMANAPET,NALGONDA
9	METHANOL	RAMANAPET,NALGONDA
10	N-HEXANE	DIST COLLECTOR OFFICE
11	TN POLLUTION CONTROL BOARD	HYDERABAD
12	PANCHYATH (LAND AND ETC.)	MALKAPUR
13	ELECTRICAL	RAMANAPET,NALGONDA
14	ISO 9001- CERTIFICATE	HYDERABAD
15	PROVIDENT FUND	HYDERABAD
16	ESI	HYDERABAD
17	IEC	HYDERABAD
18	C.EXCISE/SERVICE TAX	HYDERABAD
19	RAMKEY(POLLUTION)	HYDERABAD

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a party thereto

- 12.2 The Resulting Company, at any time after sanction of the Scheme by the Tribunal, if so required, under any law or otherwise, enter into, or issue or documents with or in favour of any party to any contract or arrangement to which Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. Resulting Company shall, be deemed to be authorised to execute any such writings on behalf of Demerged Company and to carry out or performal illaut for mailties or compliances required for the purposes referred to above on the part of Demerged Company.
- 12.3 Even after sanction of the Scheme by the Tribural, the Resulting Company shall, as to own right, be entitled to realise all momes and complete and enforce the Company of the Resulting Company under this Scheme is formally accepted the third parties.

13. SAVING OF CONCLUDED TRANSACTIONS

The transfer of assets, properties and liabilities above and the continuance of proceedings by or against Resulting Company above shall not affect any proceedings by or against Resulting Company above shall not affect any extension to the Demenged Understaining on or after the Appointed Date list the sanction of the Scheme by the Tribunal, to the end and intent that Resulting Company accepts and adopts all acts, deeds and things done and executed by Demerged Company, in relation to the Demerged Undertaking in respect thereto as done and executed on the behalf.

STAFF, WORKMEN AND EMPLOYEES OF DEMERGED UNDERTAKING

- Upon sanction of the Scheme by the Tribunal, all staff, workmen and employees of Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Date of seasonction of the Schemby the Tribunal shall become the staff, workmen and employees of Resulting Company from Appointed Date or their respective joining date, whichever is later and, subject to the provisions of this Scheme, on terms and conditions not an advantage of the season of the Scheme, on terms and conditions provided to the provisions of the Scheme, on terms and conditions provided and without any interruption of or break in service as a result of the transfer of the Demerged Undertaking.
- 14.2 In so far as the existing provident fund, gratuity fund and pension and/or superamutation fund, fusts, retirement fund or benefits and any other funds or benefits and any other funds or Demorgad funderstaing (collectively referred to as the "Funds"). The Funds and such of the investments made by the Funds which are preferable to the employees related to the Demorgad Understaing benig transferred to Resulting Company, in terms of the Scheme shall be transferred to Resulting Company and shall be held for their benefit pursuant to this Scheme in the manner.

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Exchanges between the date of allotment of Equity shares of the Resulting Company to the shareholders of Demerged Company on the date of Listing of Equity shares of the Resulting Company to the Stock Exchanges.

- The Demerged Company shall also comply with the Directives of SEBI contained in Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
 GENERAL TERMS
- 18.1 It is clarified that all the taxes paid by the Demerged Company, relating to the demerged undertaking from the appointed date onwards including all or any refunds and claims, for all purposes, be treated as the tax liabilities or refunds and claims on the Resulting Company. Accordingly, upon the Scheme become effective, the Resulting Company is expressly permitted to review its VMT and Sales tax returns; Excise and/or CEVMY Returns, dicher tax returns and to claim refunds/ceredits, pursuant to the provisions of this Cheme, far.
- 18.2 In accordance with the CENNAT Rules framed under the Central Excise Act, 1944, as are prevalent on the effective date, the unutilised Credits relating to the Excise Duties paid on in puts /capital goods, bling to the account of the Demerged Company, if any, shall be permitted to be transferred to the Credit of the Resulting Company. The Resulting Company shall accordingly be entitled to settle first such controlled to settle first such controlled to controlled to settle first such controlled to settle f
- 18.3 Upon the Scheme coming into effect, all the taxes paid (including TDS) by the Demerged Company from the appointed date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Resulting Company as effectively as if the Resulting Company had paid the same.

19. APPLICATIONS TO NATIONAL COMPANY LAW TRIBUNAL

- 19.1 Each of the Demerged Company and the Resulting Company shall with all reasonable difference, make all necessary applications under Section 230 to reasonable difference, make all necessary applications under Section 230 to seeking orders for dispensing with or convening, holding and conducting of the Meetings of the respective classes of members and/or craditors of each of the Demerged Company and the Resulting Company as may be directed by the NCLT.
- 19.2 On the Scheme being agreed to by the requisite majority of the classes of the members and/or creditors of the Demerged Company and the Resulting Company as directed by the NCLT, the Demerged Company and the Resulting Company shall, with all reasonable diligence, apply to the NCLT for sanctioning the composite Scheme of Arrangement under Sections 230 and 232 of the Act, and for such other order or orders, as the said NCLT may deem fit for carrying the Scheme into effect.

MODIFICATION OR AMENDMENTS TO THE SCHEME

20.1 The Demerged Company and Resulting Company (by their respective Board of

ORTIN LABORATORIES LIMITED

Annexure-2

NATIONAL COMPANY LAW TRIBUNAL HYDERABAD BENCH

CA(CAA)No. 239/230/ HDB/2019

NCLT, Hylandad Besot CA (CAA) Na. 138/230/HDB/2019

or Sections 230 to 233 read with Section 66 of the Companies Act, 2013

ement of Deduc-86.81.2020

Shri K. An Dr. Bined Kumar Sinha, Member-Technical

Parties Present Fir Applicants): Mr. V. Ser



 The present Corrussy Applications bearing CA/CAA/No.210
2309/DB/2010 is joinly filed by Onlin Laboratories Limited (Transferor 2309/DB/2009 is joinly filed by Onin Lasconomes Lentage 10-Company) and Vinest Leberstories Limited (Transferer Company), under Life Service Ad of the Companies Act, 2013 (c)



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ORTIN LABORATORIES LIMITED

provided hereins. The Funds shall, subject to the necessary approvals and permissions and at the discretion of Resulting Company, either to continued as separate funds of Resulting Company for the benefit of the employees related to the Demerged Undertaking or be transferred to and merged with other similar funds of Resulting Company for the benefit of the employees related to the Demerged Undertaking or be transferred to and merged with other similar funds of Resulting Company in the event that Resulting Company does not have its own funds in respect of any of the above, Resulting Company may subject to necessary approvals and permissions, continue to contribute to relevant funds of Demerged Company, until such time that Resulting Company cortacts its own fund, at which time the Funds and the investments and contributions pertaining to the employees related to the Demerged Undertaking company in the surface and regulations applicable to the Funds, the Deard of Directors or any committee thereof of Demerged Company and Resulting Company may decide to continue to make the said contributions to the Funds of Demerged Company, it is clarified that the services of the employees of the Demerged Company, it is clarified that the services of the employees of the Demerged Company is the surface of Demerged Company in the clarified that the services of the employees of the Demerged Company is the surface of the said fund or funds.

14.3 Any question that may arise as to whether any employee belongs to or does not belong to the Demerged Undertaking shall be decided by the Board of Directors or Committee thereof of Demerged Company.

REMAINING UNDERTAKING OF DEMERGED COMPANY

- 15.1 It is clarified that, the Remaining Undertaking of the Demerged Company shall continue as follows:
- The Remaining Undertaking of Demerged Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be managed by Demerged Company;
- All legal and other proceedings by or against Demerged Company under any statute, whether pending on the Appointed Date or which may be initiated in future, whether or not in respect of any matter arising before the died of sanctioning he Scheme by the Tribunal and relating to the Remaining Undertaking of Demerged Company (including those relating to any property, right, power, lability, obligation or duty, of Demerged Company in respect of the Remaining Undertaking of Demerged Company) shall be continued and enforced by or against Demerged Company.

15.2 With effect from the Appointed Date

- Demerged Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Remaining Undertaking of Demerged Company for and on its own behalf;
- All profit accruing to Demerged Company thereon or losses arising or incurred by it relating to the Remaining Undertaking of Demerged Company shall, for all purposes, be treated as the profit or losses, as the case may be, of Demerged Company.

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Directors or any duly authorised Committee thereof) in their full and absolute discretion may assent to any modification(s) or amendment(s) or of any assent to any modification(s) or amendment(s) or of any appropriate authorities may deem if to lidicat or impose or which may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all such acts, deeds and things as may be necessary for printing the Scheme into effect.

- necessary for putting the Scheme into effect.

 20.2. The Demapped Company and Resulting Company (by their respective Board of Directors or any duty authorised Committee thereof) in their full and absolute discretion may assent to any modification(s) or amendment(s) in the Scheme which may be considered necessary or desirable for any reason whatsover and without projuction to the generality of the foreign; any modifications to this Scheme involving withdrawal of any of the parties to this Scheme at any time adversely effected as a result of acceptance of any such modification by the Board of Directors or its Committee thereof of the Demarged Company or by the Board of Directors or by its Committee thereof of the Resulting Company, who are hereby authorised to take such steps and do all eds., deads and things as any doubt, difficulties or questions whether by reason of any orders of the NCLIT or of any directive or orders of any other authorises or the NCLIT or of any directive or orders of any other authorises or otherwise how so even.
- 20.3 Arising out of, under or by virtue of this Scheme and/or any matters concern or connected therewith, the Board of Directors of the Demerged Compa hereby expressly authorise the Board of Directors of the Resulting Company the alforesaid purpose.

SCHEME CONDITIONAL ON APPROVAL/SANCTIONS

This Scheme is and shall be conditional upon and subject to:

- The Scheme being approved by the requisite majority of shareholders and creditors of the Demerged Company and the shareholders of the Resulting Company as per the applicable provisions of the Companies Act, 1956 and the Companies Act, 2013
- The Scheme being approved by the High Court, whether with any modification(s) or amendment(s) as the NCLT may deem fit or otherwise.
- The sanction or approval of all persons or authorities concerned under any law or statute of Central Government, Stock Exchanges or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.
- Requisite approvals of RBI being obtained if necessary, under the provisions of FEMA, 1999 for issue of equity shares of the Resulting Company for the non-residential shareholders of the Demerged Company.
- The approval of the public shareholders of the Demerged Company through

ORTIN LABORATORIES LIMITED

NCLT, Hydenhad Beach CA (CAA) No. 239/239/EDB2019

Art) and the Companies (Compromises, Arran Acil and the Companies (Companies Averagement and Annalgamentary, Roise, 2016 Assembler referred to as "the Roise", The Applicant Companies inter-alia szeking an order to dispense with convening of the necessity of the Secured and Unescend Creditors of bost the Applicant Companies, Furdick, Appease with convexing the receiping of the Equity Shareholders of the Rossiting Company. It is also grayed to disect to convene the meetings of the Equity Shareholders and Sundry Creditors of the Demergial Company for consideration of the Scheme of Armogeness ("the Scheme") between Applicant Companies and their respective shareholders and creditors as revisaged under the mid Scheme.

The Registered Office of the Applican Companies are strusted in the State of Telanguna and therefore within the jurisd kilon of the Tribanal.

Bridd facts leading to the filling of present case are as follows L. Jis respect of DemergedCompany



The Authorised Share Capital of the Demarcad Cou The Authorised States Capital of the Descript Conspanses of 130.0395/em \$2.0500,00000: (Oppos Street Street) Certain (Assisted into 2,000,000) equipt thates of Eu-Liu ends. The inseed, inderribet and professional control of the State Capital Capi

06/01/2020

The Authorised Store Capital of the Resulting Company as on 31,03,2019 was Rs.41,00,0605- (Rupors Forty Lakin) divided into 4,10,000 equity





NCET, Hydested Beach CA (CAA) No. 200/230/4018/2519

ea of Rs.107- each. The issued, subscribed and paid-up Share Capital is Rs 41,00,000- (Ropees Forty Lakhri) divided iron 6,10,000 equity shores of Rs.10- eeds. The main objects of the Company are to carry on businessas dealers, manufacturers, experiers, importers, contractors, agents, distributes of Deups. Bolk Orugs. Penticides, Diventifi and other inserved-aries and of Dolgs, Bolk Ongs, Petricles, Systelfs and other interreducing and Phomescucials for every description and application with oligenous under imported technology, pharmaceutical formulations like liquids, capsular, tablests, possible, missionest, estibiotics extrymou and fluids of entry-description, all interreducture and population of any other description, and health side of vanied matter like systages, gioves, augitad & sentery towels, napkins, pharms based cornetics, etc.

According to the Applicant Companies the Demarged Company is engaged According to the Applicant Coroganist the Decumpal Company is engaged as two distincts likes of building startly formulations. Docious and APT laimbalane derivation. The Formulations Docious and APT laimbalane derivation. The Formulations docious is being operated through to table located and which Docious and APT Intermediates of the Unit Company. Whereast, APT Intermediates of the Statistical Company in the Company of th

All It will estable both the divisions of the Damorged Company to run and operate independently and in a more cohesive marter so us to ear man profitably and stream promited collaboration for the future growth and development of business by both the Applicant Coregania.



ORTIN LABORATORIES LIMITED

NCS.1, Hydenstad Bonds CA (CAA) No. 230/2301003/2019

- 15. It is noted the 93.51% of the Secured Creditors of the Deserged Company laver given their securer to the 5-theres and hence no need to direct the Deserged Company to half oresting of Secured Creditors and the same unsupersed with.
- It is noted that 95,09% of the Unsecured Creditors of the Demerged Company lave given their content to the Scheene and hence no nood to direct the Demorphed Company to held needing of Unaccared Creditors and the same budgetseed with.
- h is noted that are no Secured and Unsecured Creditors in the Resulting Company and honce no need to direct the Resulting Company to held ngs of the Secured and Unsecured Creditors

Shin regard is see Equity Share Hidden and Sundry Credities of the temptage Company, this Tubbond passes the followlappines.

A consist of the Sundry Constrain of the Demograph whill be bell as Self-Silice as 1430 AM or Hord Minures European, 5-1111A/1, Ecologic, Rydensher 5-90035, Teaugust for the purpose of considering and it, drought Off, approved with or without modification(s) the arrangement embedded in the Schreen.

- i) Shi B. V. Ran Narah Kurar, Advocate (Mobile No. 9391309770 & 8142209772) shall be the Chairmanfor the meeting of Sundry Creditors and in respect of any adjournment thereof.
- Ms. B. Poojita, Advocace (Mobile No. 9905401108) is appointed in the Southinter for the aforemid meeting and in respect of any adjacement faceof.



ORTIN LABORATORIES LIMITED

NCLT, Hyderaltisi Sensis CA (CAA) No. 238/230/H269/2019

12 of the Companies (CAA) Rules, 2016.

- m) It is further ordered that the Chairman shall report to this Tribusal or the result of the meeting in Foon No. CAA-4, daily verified by his affidavit, as per Role 14 of the Cerepanies (CAA) Bules, 2016 works seven working days.
- n) In compliance of sub-section(5) of Section 230 of the Act and Rule 8 of In corruptions of value seedins(3) of Section 239 of the Act and Role & Section 100 of the Competition (CAA) Mules, 2016, at the specifors: competition of the Competition (CAA) Mules, 2016, at the specifors: competition of the Section (CAA) Mules, 2016, at the specifor competition of Role of the Role with a copy of the Scheen, the explanatory macroners where the Role with a copy of the Scheen, the explanatory macroners through the Registron (CA) and the Role of the Role of period of 50 (thing) they from the data of recogn of such nation, failing, which is shall be deemed that they have no representation to make on the propose
- 29. The Corresory Application Lo. CA/CAA/No.230/230/HDG/2819 in disposed









NCCT, Hydrobal Beats CA (CAA) No. 239/23016/68/2019

- b) It will provide greater flexibility and visibility on the operational are financial performance of both the divisions and would provide high men ne well as acco
- c) It will unlock the economic value of both the comp
- 5. It is forther stated that the Board of Directors of the Applicant Co. their respective Board Meetings held on 14.96.2019 approved the Scheme subject to the approval of their members and Honbile NCLT, Hyderabad
- It is stated that these are no proceedings pending under Sections 210 to 227 of the Companies Act, 2813 against the Applicant Companies.
- The Dennerged Company Into Bed certificate of Practicing Congany Secretary (neter Page No.4 of Mono filed on 27.11.2019) until get has no 20.06.2019 there are six thousand four handend and fifty seven (6457) against Sharokoldersholding 1.99.40,000 states in the Densegoid

The Benerged Companyous filed certificine of Stanzony, Auditor (refer-page No.156 and 197 of the Patiens) stating that as on 38,06,009 there are there fore (a) Secured Creditions together basing debt of Ra. 18,24,35,475.— Out of which nee (1) Secured Credition (i.e. Karaussian Black Limited) having a debt of Rs.17,06,01,235/- constituting 93,51% of total Secured Coshas given its consent to the proposed Scheme (refer page No.207 of the

The Demorged Companyles filed certificate of Statutory Auditor (refer page No.198 of the Petition) stating that as an 31.08.2019 there are thirty six



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ORTIN LABORATORIES LIMITED

NCLT, Hydrabal Berell CA (CAA) No. 210/23010B/2119

- d) A meeting of the Routy Shareholders of the Demerged Company shall d) A meeting of the Equity Sharkolders of the Demogracy Computer shall be held on 2.642.2200 at 11.69 AM Josef Microre Ebengaria, 4—115-A/II. Kohney-Hydrateds—20005. Fineigrants for the purpose of considering and if, flousight file approxing winn or visituat modification) the or resignment embedded in the Scheme.
 e) Shir Aniri, An Elberta, Andoctore (Mobile No. 940/119942) shall for the Chairmonder the meeting of Equity Shareholders and in respect of any adjustmentmentment.
 f) Mr. Vorskakinni, PCS (Mobile No.900/087484)s apprised at the Sentializer for the alterested meetingsted in respect of any adjournment thereof.
- thereof
- ide of Chairman is fixed at Rs.1,00,000\ (Repect One Lakks only) for each meeting and renumeration of the sorthinizer is fored at Ra 5,000% (Rupees Severny Five Thousand only) for each



At least one musth before 26.02.2020 i.e. the dust of the aforesaid meetings, as adventisement about convexing of the said meetings, indicating the day, date, place and time, as aforesaid, shall be published. In Business Seasted for Brighting and in New Telesgares, for Telagol, The publication shall indicate for time within which copies of scheme shall be made available to the concurred persons free of charge from shall be made swillable to the consense personal tree of strings from the registered office of the Resulting Company. The publication shall also inclose that the saturement required to the finershall pursuant to Reaction 102 of the Act read with Sensions 210 to 202 of the Act would be personally for the Act would be prescribed form of proxy one the elastical fire of charge at the registered utilities of the Resulting Company or at the office of its Coursel (s. M. N. Y. Suystangroum, Almoore, Flat N (10), N. Y. Suystangroum, Almoore, Flat N (10), N. T. Suystangroum, Almoore, Flat N (10), N. T. Suystangroum, Almoore, Flat N (10), N. Suystangroum, Almoore, N. Suystangroum, Almoore, N. Suystangroum, Almoore, N. Suystangroum, Almoore, N. Suystangroum, Al



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ORTIN LABORATORIES LIMITED





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E. A.Schwar of Acc

of recognition and an extra present an extra production of the control of the con

of the Observation readeby 200 and NGI side they letters dated 20,06,2019 by passing a resolution.

He therefore I Meeting the Unit I 88,300 been accordingly recorded your correctional modifications to

ORTIN LABORATORIES LIMITED

NCLT, Bydenhad Service CA (CAA) No. 230(23)(HDB/2019

(36) Unsecured Creditors togetherhaving debt of Rs.2,04,47,896*. Out of which Thirty Four (34) Unsecured Creditor together having a debt of Rs.2,81,91,854*. constituting 95,09% of tetal Unsecured Creditors have given their consent to the monored Schame (refer page No.200 to 24) of the

- The Benerged Company has filed corificate of Statatory Auditor (refer Page No.159 to 200 of the prities) stating that as on 31,04,2019 there are three hundred and flurreen (314) Sundry Creditors togetherhaving debt of Rs.50.33.11.1654
- The Demerged Company has filed certificate of Statatoy Auditor (refer-page No.184 of the petition) stating that as on 30.06.2019 there are deven (11) Equity Shareholdersin to Resulting Company and they have given their orders to the proposed Schotte (refer page No.185-195 of the

The Residing Companyloss filed certificate of Statatory Auditor (refer the No.143 of the patition) stating that as on 2006/2019 floor are there are Society Creditions and Usersurred Creditions in the Resulting

- Heard the submissions made in this regard byths Countel for the Applicant
- 14. It is noted that all the equity shareholders of the Resulting Company have gives consent affidorits agreeing to the prognoud Scheme and hence no need to drawl the Resulting Company to hold precting of Equity



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NCLT, Hydershall Beech CA-ICAA) No. 230/250HDB/2019

Hyderabad - 500 082 in accordance with second proviso to sub-se (3) of Section 230 and Rule 7 of the Companies (CAA) Rules, 2010.

- The Chairman oppointed for the aforesaid meetings shall issue the not trainmine approximat for the aforesist meetings shall issue for absertainments and send on the nectors of the meeting referred to above. The Chairman is fine as said the services of the RenalingCompany or any agency, for carrying on the aforesist directions. The Chairman shall have all the powers said the Articles of Association of the Resulting Company and also under the Rates in relation to the conduct of the meeting, including the desiring any conceptual presented in turn or the after meeting or adiopatement(s) to resistion to the consists on the investing or adjournment(s) to procedural questions that any order at the meeting or adjournment(s) to the aforemed achiest or resolution, if any, proposed at the aforemed meeting by any presents) and to ascertain the desinten of the tense of the meeting by ballotipoliting paper at the versus of the meeting.
- We quarter for the meeting shall be as per Provisions of Section 103 of the Compariso Act, 2013.



Vering by prosphostosical expensivatives in permissing revoluted that the years; in the possesses form-instructuration date bytes of by the present retains a stand and view at the false-send restraint is first white the Residing Company at the Registered Office in a 59-90-110-01, Sander-Naper, Karles VIII, Christiantia, Edwardsommen Nilsyana, Danken-Naper, Karles VIII, Christiantia of Service time 49 hours before the meetings wide Real to 67 the Companies (CAA) Rather, 2016 void with Section 103 of the Arts.

7) The Chairman to file on Affidovit not less than 7 (seven) days before the date fixed for the holding of the meetings and to report to this Tribanal that the directions regarding issuance of natices and



ORTIN LABORATORIES LIMITED

SS Easily shared of 60. 13/ each (felty pool op) of the other Company shall be identified a least and also also every 130 (forefree). Boothy Shares of Ro. 10/ each (felty paid on) held by the intersholders in Committee Company assumption 1992 (FCD) manifestation of the 10% each.

- 2. Signs sention of this Scheme by the Horiton Wilsonsk and off



sites from 150m2 reads show of fin.150 cent his pasts on to 150m2 replic show of fin.500 cent his past is a remit, the stored, another and past is prime; prime of the fine-past is a remit. The stored is a remit to the stored of the fine-past is a remit to the stored of the fine-past is a remit to the stored of the stored o

- 3. As a corresponds of the industrial of warded of the Throught Contains, the parameters share could at the Revenued conserve shall be recognized and that conserve of the STATION could be about the Contained to the Contained the Containe
- a. As for a the Shawkinder of the Complex or command (Francise Mounthings on and as biometers) and the shared properties of the command of



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ORTIN LABORATORIES LIMITED

- the observation, \$1,034,600,000 will be variable of from the authorized state outside of the terrorized divergety collect advanced state outside of the statistic company promote the observation of all divergences, and execution, the authorized state outside of the state of the observation of the o

Stop in Academy No. 3. Month Chichan Malathy and his help's evaluate in the demogracionous will common asymptotic and Ed. Submought company for the cut to Know, Stop, you "I Reported by the Chichan Stop of the Chichan Stop of

- In Group tof Demograph Consumy feeded by No. 2, Ventuta Ramans and his thinky neediges are accordent will set as provious from N/1 Orio Labouações Linked and become the pronouses of NAV West Labouages Consumers.
- Thus, in the Acid deraugor, Grapp i jille parasters of deriveged company will continue as the standarders in the Residing company and the Group II (the promotes of desiding

The public dissertions of our force any objective instact garanant on the Schone of Anneagement, A districtionistic print in the demogratic size. In habitally 200 places of the 200 cent in Ortho Observation Linksbull Geological Laureaugh and the in print investigate carrieds habitage, 40 each places of Rp. 12 each in Orien Jahrensonich Linksbull and SJ. quarty allows of Rp. 100 each in Oriental St.



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ORTIN LABORATORIES LIMITED

Annexure-5 Ortin

ORTIN LABORATORIES LIMITED.

INDEPENDENT AUDITORS' REPORT

- Report on the NRIA A Financial Statements
 Opinion

 1. We have dustised the accompanying francial statements of Crist Laboratories Limited ("the Company"), which comprise the obstance sheet as at 31st March 2016, the statement of Profit and Labo including Other Companying in a statement of charges in early and including sammers of early and statement of charges in early and including assuming of early financial statements (see Laboratories). In our opinion and to the test of cur information and according to the explanation given to take advanced framed statements give the information packed poly Companying Act, 2013 ("the Act") in the miniment is carried and given in the and fair view in conditionity with the Indian Accounting Statements (see Laboratories) and carried statements given accounting barriants. Pulses 2015, as amended, ("Im AR") and Other accounting principles and continuity with the Indian Accounting Statements ("Balles 2015, as amended, ("Im AR") and Other accounting principles or the Companying Statements. The Companying Statements ("Im AR") and Other accounting principles or the Companying Statements ("Im AR") and Other accounting principles or the Companying Statements ("Im AR") and Other accounting principles or the Companying Statements ("Im AR") and Other accounting principles or the Companying Statement ("Im AR") and Other accounting principles or the Companying Statement ("Im AR") and Other accounting principles or the Companying Statement ("Im AR") and Other accounting principles and the Companying Statement ("Im AR") and Other accounting principles ("Im AR") and Other accounting or the Companying Statement ("Im AR") and Other accounting principles ("Im AR") and Other accounting or the Companying Statement ("Im AR") and Other accounting or the Companying Statement ("Im AR") and Other accounting or the Companying Statement ("

sis for Opinion

asia for Opinion

We conclused our audit in accordance with the Standards on Auditing (SAs) specified under section 43(1) of the Companies Act, 2013. Our sepannial flass under those Statebox are section 43(1) of the Companies Act, 2013. Our sepannial flass under those Statebox are section of the Companies Act, 2013. Our sepannial flass in other those Statebox are section of the companies and the Companies Act and t

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the francial sidalments of the current period. These matters were oddressed in the contrast of our audit of the francial sidalments as a mice, and in firthing our ciplied this contrast of our audit of the francial sidalments as a mice, and in firthing our ciplied this contrast our audit on the profession assignment opinion on these matters.

of Thus, in the Pool develope, those I the promotest of developed contains) will in public describation to the Society Compute and the Cology of the paleonates of company and contains acquain development the demanded company. As a most that offseton in the addressing of the premisers contain society.

The palls describbles will not have not place to the below of foreignous. A shortfuller, place in the recognition of a stating 100 object of to 300 was in displaced collections foreign described and a stating 100 object of to 300 was in displaced collections foreign described and the object of the stating state of the 100 was in displaced where it is failth in the failth of the stating state of the 100 was in the stating described and the stating of the stating stating state of the stating state of the stating described and the stating of the stating state of the stating state of the stating described and stating stating stating stating stating and an analysis of the stating described and stating stating stating stating stating and an analysis of the stating described and stating stating stating stating as a stating stating as a stating stating and stating stating stating stating stating as a stating stating stating stating as a stating stating as a stating stating stating as a stating stating stating stating stating stating as a stating statin

- Next of the distant, tie New Manageria Processor is a difficilly which had not not include the statement of the distance of the distance of the statement of th

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ORTIN LABORATORIES LIMITED

4. The Schmer of Ambrigance Schmers Schmers Chris Laborativa Clarked Schmerspal Company and Venez Laboratories (United Backed Company) and price companion streambles and Schmars Schmers, via regarded in the Same of Schmers Clarked Schmers Schmars Schmers and Schmers Schmers and Schmers Clarked Schmers and Schmers Schmersballer Schlieb, Segment Same and the Schmers Schmers Conference Send Schmers Schmersballer Schmer

66 Equity shares of No. 30,1 med. (buly paid up; of Dom Equity shares of 61,00,1 med. build by the ethology in De composition of the disasts of the demonsted Europeans.

Providing Springers (1986) Laboratories and a springer frauding Company shall be issued and advanced by Sci (Capty chains of the 20) count from pre-springer (20). Another half publicate their by the strumentation in comp state Springers (20) country (20). Another half publicate the springers (20) country (20) coun

- Uses a section of the Names by the sacrida Tibured and other appropriate authorities and co-tractive of the Arit Recognition (Control of the Section Control of the Arit Recognition Control



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ORTIN LABORATORIES LIMITED



ORTIN LABORATORIES LIMITED

- lanagement's Responsibility for the Standalone Financial Statements.

 The Company's Board of Directors is responsible in the numbers stated in section 134(5) of the Company's Board of Directors is responsible in the numbers stated in section 134(5) of the Company's Board of Directors is responsible in the numbers of the section 134(6) of the Company's Board of States of the States of States of
- The Board of Directors are also responsible for overseeing the Company's fine
- grocoses.

 Auditor's Responsibilities for the Audit of the Financial Statements.

 8. Our objectives are to ottain rescendels assurance about vierbler the Ind AS. Transiss abstractions are self-learned in maintaining, whether die is the fault or error, and bissue on auditor's report that includes our opinion. Responsible assurances are self-learned in the self-learned in accountaining to the auditor's report that includes our opinion. Responsible assurances are that it was a self-learned in accountaining that in accountaining the Asset all always delet a material misotatement when it exists. Misotatements can not be from those or error and are considered medical if individually or in the appliques (In-lying out the magnitude) by because the economic decidions of susers taken on the basis of these lot AS Transist interements.
- adationeds.

 A paid of an audit in accordance with SAs, we exercise professional judgment and maintain professional supplicant interruptional trial audit. We also:

 I desertly and ansees the reside of instruction discontinued of the land AS firement instructions and the second supplication of the land seed in the second se

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NEGO OPPICE H No. 5-5-16) Istaliesvani Nilayam Opp Vlahru Theatsi Chirathusta, L. S. Nilge Hydrostaer - 800074

TO ST THE BOARD OF EMPLOYERS OF VANDET LABORATIONES LIMITED REARING CHI-MICELLERIN AT 105 MICELING BEED ON MICEONISCHE, 16.08,2009 AT 4.00 F.NE. AT THESE OF THE COMMUNIT AT SYAND, TEVAN, SHATER RADAM, KERREN VILL, CHINIAL

Mr. Galdan ewiszta Rensen
 Mr. Setyanstopens Reju Stapathiras
 Mr. Setyanstopens Reju Stapathiras
 Mr. Kentpo Munici Notice
 Mr. Kentpo Munici Notice

- Le sichem of Amagemed Interem (19to Lifenthers) Littled (Dinneyel Centant) and Yeste Littlerenin Littled (Benchitz Consent) and their resorted Methodory and Celtific (Pallantin), see system by the field of States) and the Energia Centary on the State of Interest at the Seating Context on 18th Desiration (Seating Context on the States) of Energia of the State of Interestables Colonia of the Dinneyel Context again the State Office the States (Seat States) forwards on a gain convent have not when fine 5th ALTSI (Seat Stay of Incl. Yest Thomas and Interessives (Seat Stay Consent States).
- b. This agent is being entimed parasent to the regularment of update 2000000 Of this Company And Model, You consisting to the entitle shared where the Company. The regular companies the effect of the Name of European Company of the Company of the Special Security of the Company of the Special Security of the Company of the Special Security of the Special Securi



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ORTIN LABORATORIES LIMITED

Estegory	No. of shares	% pro-denserger anid up expired
Fromites	4,16,000	100
9.40	- 0	0

Seld 4.10,000 100

Cetegory	No. of shares	Speld-up capital after democraci
Prometers	26,99,103	79.19
Nake	15,27,507	70.69
Total	\$2,18,006	330.00



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ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.



- Other in understanding of internal control relevant to the audit in order to design audit procedurus that are appropriate in the circumstances. Under section 14(3)(3) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Companies Act, 2013, we are also responsible for expressing our opinion on whether the companies of the control of the con

- from old interments.

 11. We also communicate with those charged with governance regarding, among other matters, the planned scope and thring of the wastle and significant would findings, including eye spicificant decidences in a trinnal control retains desired, during our analysis included decidences in their and control retains desired, during our analysis including eye spicificate.

 12. We also provide those charged with governances with a statement that we have complish with relevant effects requirements againging independences and to communicate with them all relevant effects requirements againging independences and to communicate with them all related outside to the control of the control of the control of the communicate with them all related on the control of the cont
- and were agreedow, resembled with Bose charged with poverance, we determine those matters that were of most aprilication in the audit of the ind AS francial estemates of the current period and are therefore the key audit motors. We describe these matters in our auditor's report unless two or regulation precludes public desclosure solution mention or in additionally and commitmates, and determine that a matter studied to our report because the adverse consequences of diving so would reasonably be expected to ourseport because the adverse consequences of diving so would reasonably be expected to ourseport because the adverse consequences of diving so would reasonably be expected to ourseport because the adverse consequences of diving so would reasonably be expected to ourseport because the adverse consequences of diving so would reasonably the expected for ourseport because the adverse consequences of diving so would reasonably the expected for ourseport because the adverse consequences of diving so would reasonably the expected for ourseport because the adverse consequences of diving so would reasonably the expected for ourseport because the adverse consequences of diving so would reasonably the expected for ourseport because the adverse consequences of diving so would reasonably the support that the support that

Report on Other Legal and Regulatory Requirements
As required by the Companies (Auditor's Report) Order, 2016 (the Order') issued by the Central
Government of locks in turns of sub-section (11) of socials 143 of the Act, we give in the Announce
A. a statement on the matters Specified in paragraphs 3 and 4 of the Order.

14. As required by Section 143(3) of the Act, based on our audit we report that

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive locome, Statement of Changes in Equity and the Statement of Cash Flow dealt with by the Report are in agreement with the referent books of account.
- In our opinion, the aforesaid and AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016.
- Risker, 2014.

 Co he be assis of the written representations received from the direction as on March 31, 2019 bisinon receively the Basel of Direction, renor of the directions is downsteller alone March 31, 2019 bisinon receively the Basel of Direction, renor of the direction 146 (2016 select. 1. Whit respects the adequate of the Internal Telenatic controls over financial reporting of the Company and the operating describeness of such controls, refer to an extension Report in American 87.00 or report legencesses an unmodified opinion on the adequate with a company of the Company of th
- Was respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Natus, 2014, is a sameted in our opinion and to the bodd on a Inflamotion advanceding to the equilibrations given to us. I. The Company has doctood this impact of pending ligibilities, as on 31.03.2019 on its frauncial postero in bit And 5. Removaluistatements:
- The Company has made provision, as required under the applicable law or accounting standards, for material forespeciable losses. If any, on long-term contracts. The Company has mether externed my detentive contract during the year under audit and nor have any outstanding derivative contract at the end of the year.
- There has been no delay in transforming amounts, required to be transferred, to the investor Education and Protection Fund by the Company.

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.

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(b). According to the information and explanation given to us, there are no these payable on account of fincions has no value but or wouldn't an or service has no duty of customer or duty of excise or value added to Coopis and Service Str. (CR31) or ones precently to any depute with the instead anathorities of the than become interfered for the most so account. If According to the information and explanation given to us, the Company has not disfusfulce to recognize of duty of the company has not disfusfulce to the company has not disfusfulced to the company has not disfusfulced to the company has not disfusfulced to the company has not discussed to the company has not disc

(Roboting) to the information and explanation to us, the company has no moterar raised by way of public offers, feeduring debt instrumer's join on as the company sisten any terminous. (i) Beaded on the and procedures applied and exceeding the information and explanation given for us we report that no found on or by the company has been noticed or reported during the year sindle would.

under wolf.

(ii) The Manageniel Remuneration is paid or provided in accordance with the requisite approvale managed by the provisions of section 197 read with Schedule V lottle Companies Act.

(iii) The company is not a Wide's Company.

(iiii) According to information of even to us all bensications with the related parties are in compliance with sections 117 and 198 of Companies Act, 2013 where applicable and the details have been disclosed in the Private Add Schemer for Ex. a sensylve by the applicable according loadsafe.

consoleration in medical solerations see, as required by the appropriate accounting standards, (sky) the company has not made any openential alternative or provide placement of shares or fully or parity convertible debenhance during the year under review. (sv) The company has not intered into any non-open transactions with directors or persons connected with films.

ii)The company is not required to be registered under section 45-IA of the Reserve Bank of India Act. 1934.

For Sathuluri & Co., Chartered Accountants Firm Regn No: 0083835

(S.S. Prakash) Proprietor Membership No. 202710

Place: Hyderabad Date: 30-05-2019

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ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

Particulars	Neto No.	2019	2018
ASSETS			
Ron-outrant assets			
Property plant and Equipment	2.1	2,120,00	2,000.40
Capital Work in progress Financial assets		53,41	41.21
Promition assets	32	0.42	7.85
Other Intercal assets	12	70.00	07.47
Other non current streets	2.6	34.45	71.80
Control of Control and Control	2.680	2,354.68	2.338.60
Curre et assets		100000000000000000000000000000000000000	37773774
involunes	2.5	3,895,70	2,401.50
Fireretal assets			100
Trade reconsistes	2.6	8,789,04	2,194.80
Cash and oneh equivalent	2.7	214.32	939.22
Other Sepropt assets	23	33.23	31.81
Other purisint pysions	2.4	477.79	447.80
rotal.		6,304.02	7,356,35
OGSAL SOCIABILITIES		70,5083,62	7,304.30
FOUR TANKS CARRETTES			201400150
South Share Capital	2.6	1,094,04	1,094,04
Other Fourty	2.0	816.26	713.77
ONE COMP.	1.69	7.500.33	1,407,81
Inhibition			
tercemet liabilities			
Pinangsii Liabilities			0.000
Bonowings	2.1	181:18	148.20
Deferred too Rabilties (rwi)	2.11	254,97	210.82
Other non-current liabilities	2.12	292,60	369.12
Long Terry Provisions	2.13	62,01	25.90
		781.08	796.30
Correct liabilities Financial Liabilities			2000
Rinansial Liabilities Sorrowings	9249	1,475.50	7.465.05
Trade prodies	2.14	4.759.85	1,408.90
Other Topposite Lebilities	2.16	967.75	942.42
Labitios for carrort tax (nat)	2.16	68176	242.82
Lapteting for current tax (nat) Economic	216	76.13	38.75
Other consent facilities	212	4245	56.80
One throughtenest	3.00	7.217.56	4.103.25
TOTAL		10,508,62	7.366.36
P. C.		0.00	0.20

Per certical lectual of Bloom For ORTHAL ARCHARDONNE LTD G. VENIUM BANKS and Monaging Dropp City 1 DIS. BATTA HARRYANA NAJIS

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ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

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(S.S. Prakash) Proprietor Membership No. 202710

Place: Hyderatiad Date: 30-05-2019

ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

Annexure - B to INDEPENDENT AUDITOR'S REPORT even date on the Financial Statements of ORTIN LABORATORIES LIMITED

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

the Companies Act, 2013 (*the Act")

We have audited the internal iteration controls over financial reposing of Mis ORTIN
LABORATORIES LIMITED. Limited (*the Company) are not 1 Metch 2016 in exhaustion with our
audit of the financial tradements of the Company yield re year ended on that data.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and montaining internal financial
controls based on the internal control over financial reporting others established by the Company
controls based on the internal control over financial reporting others established by the Company
controls based on the internal control over financial reporting others established by the Company
controls and the Company of the Company of the Accountment of the Company of the Accountment of the Company of the Compa

Auditors' Responsibility

Audition: Responsibility of the spriess an opinion on the Company's internal financial controls over financial importing based on sure audit. We conducted our audit in accordance with the Guidance financial importing based on sure audit. We conducted our audit in accordance with the Guidance foliations and installant, assured by EAX and between the internal expension (see "Guidance Sear") and the Standards and Auditory, assured by EAX and between the internal expension section 143(1) of the Specialization on an accordance of the Company of the Compan

such controls operand of flactivelyin all material response. Our add in molecule operand procedure in obtains and evidence about the adequacy of internal financial comotes system over financial reporting packed districtly an internal reporting packed districtly an internal reporting packed districtly an underestanding internal financial controls over financial reporting, assessing the risk that a material vessel internal financial control over financial reporting, assessing the risk that a material vessel control over financial reporting control less on the assessied risk. The procedures selected disperted in the auditor's adjument, including on the assessied risk. The procedures selected disperted in the auditor's adjument, including assessment of the financial restriction of the financ

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ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

unt of Brofil & Lose for Year Ended 31 63 2019

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Ratement of Profit & Loss for Year Ended 31,03,2019			
Parliculant	Note No.	2313	2011
BOOFS	.00000		
Saverau Port operators:	2.17	19,775,10	0,082.11
Other Moone	218	12/8	45.00
Total Revenue		16,706.80	0,187.52
toperses	10000		
Crest of manierials consumed	2.16	14,154.46	-5,629,58
Changes in Inventories	22	-612.95	129.57
implayed benefits argomia	221	65.47	332.28
inlinee coals	2.22	121.73	349,66
regressivition and amortization expenses	2.5	(75.29	180.53
Other imperaisa	221	2,201.16	1,430,64
fetal Expenses		19,805.19	8,099,48
rafili), and before exceptional items		163.80	60,04
coplored term			
Notificase selow six		183.80	89.04
ax exponse	0.00		
unorities.	50.15	38.75	
Deferred tex	2.54	-62.16	
Arevious year		9.90	18,01
set Profit for the Period		128.90	\$7,92
Other comprehensive income (DCI)			
ens that will not be realossified to profit or look.		(26.42)	
ax cryllers that will not be reclassified to profit or time.		1.0	1 3
		(26.42)	3
tem) that will be replacefied to profit or loss.			
tox on items that may be reclassified to profit or keep			
terns first yvey be reclassified autoeopeintly to profit or base		1.0	
stat other comprehensive incorner/base for the year, not of say		(26.42)	
intol comprehensive inscores for the year		101.99	67.00
Lamings per share:			
Basic servings per starro of 181-sects		0.79	0.48
Distact earnings per share of 187-each		0.70	0.48

For any or tenhalf of Brayel. Fee GRTIS LANDSHITCHES LTD.

ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirement of even date)

respected for Triend-heatest
The company has maintained proper records showing full particulars, including quantitative details, and shadors of Teed Assets.

The company has maintained and shadors of Teed Assets.
As per the information and exclaration pairs to us, the Field Assists of the comprisy have been physically verified by the immagement according to the phased programme, which is designed to come after the feet Assets in reconcision items and the east opportune or constituted reasonable, and normatical discrepancies were included nearly writing and consists of the company to the company of the Company, the title deeds of immovable properties are included to the company.

haldel the name of the company.

(i) Invespectation in the investment of the company (ii) is required to the present of the company (iii) is a september to us, it is required to the company in the company of the comp

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.



The date of the first and so of invarious here taken outside the strategic project and of the first and the first

Inherent Limitations of Internal Financial Controls over Financial Rec

inherent Limitations of Internal Financial Controls over Planacial Reporting Because of the Internal Indication of Internal Financial controls over Funancial Importing the possibility of collusion of Improper management remarks of controls, material material table to error of the Army opcorar and not be devided. Alon, projection of an equal internal financial control over the annotal reporting to future periods are subject to the internal financial control over the annotal importing may become incoloquials because of conditions, or but the degree informations within publics or procedure are specified.

For Sathuluri & Co., Chartered Accounters Firm Reon No. 00638

(S.S. Prakash) Proprietor Membership No. 202710

Place: Hyderabad Date: 30-05-2019

ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

Particulars	Moto Mo.	3019	2918
Casa Flows from Operating Activities war profit dictions can Refundments for		183.80	96.04
Deprecation and amortisation recience Profit on sole of assets.		175.26	988,78 -39,34
Provision for gratisty Provision for leave amountment		7.80 16.67	
Operating profit twiste working capital changes		363.56	281.25
Monamenta in Modina Capital Consequincense in Sina Resolution Control Control Control Control Assault Control Control Control Assault Control Control Control Control Control Control Control Control Control Control Control Control Control Control Control Control Control Contro		(1888.54) (1825) (1825.71) (1205.71) (120.50) (120.54) (184.87) (14.65) (10.51)	68030 -550 -60002 -54.14 150.84 563.37 172.38 38.29 76.14 0.09
Changes in Working Capital		(10.19)	6.38
Cash generated from operations Intered received on Deposits Dept Toxes Post		373.36	213.63 -61.62
Net Cash from operating activities (A)		331,01	155.81
Cash flows from Investing Activities Partition of Flund Assets Salo of Flund Assets		(300.53)	419,14 45,48
Changes in Capital Work in Progress Changes in Other Roy Current Fiscocial essets FundameSale of Investment		(13.30) (13.32) (0.66)	-8.00 -90.00 -0.89
Net Cook speed in Immeding Addinates Cook News from Leading Financing Advises		(326.50)	49,74
Proceeds from Long term benowings		12.99	9.67
Received Proceeds of ten Srot-lens converge his Cosh sadd in Fisancing Activities has formatic (Bocrosos) in cosh and cosh equivalents. Cosh and Cosh equivalents at the beginning of the year Cosh and Cosh equivalents at the ending of the year (Refer Hore 2.7)		12.92 37.43 (1296.72) (1258.29)	6,67 79,34 (1368,46) (1266,72)

For and un bahalf of Sound

S. HURAL I KRESHA MURTHY Manages Director (1981 contention) G. VENKATA RABANA Just Makayang Descar disk 1 in St. Settle reference RAUS Whole two Donale and CSO Set Charles

ORTIN LABORATORIES LIMITED

lotes to Financial Statements

Description of the Company and Significant Accounting Policies

General Information

General Information

The Committee of the Committee o

cohomics stated.

Basis dynagostics and presentation of Fluxesial Stamments.

The financial statements of Cirtin Laboratories Limited (the congainty have been proposed and presented in accordance with the totals Appointing Stammers (and ASS) colled under the Companies (Indeh Associating Stammers) and amended and as per defense visiting processory of the Art. To recently all the Art. To a stammers are based upon tend AS Statedule III of Companies Act, 2019.

These francist statements have been prepared on the historical cost convention and on an accrual basis, except for the following relativist illens in the balance sheet:

Certain francist assets are measured either at fee value or at amortized cost departing on the discribination;

- Emplayes defined benefit asserts/(tablety) are recognized as the net total of the far-value of plan occors, plus actuarial losses, less ectuanis gains and the present value of the defined benefit obligation and

commongamenand.
All assets and faithtee are disselfed into current and non-current based on the operating cycle
of less than thele e months or based on the criteria of realisation / settlement within twelve
months period from the belance sheet table.

C. Use of estimates and judgments.

The preparation of financial stelements in conformity with Incl AS requires management to make judgments, columnates and seasureptions that shock the application of accounting policios and the reported amounts of seasons, layelatives, income and expresses. These estimates and associated assessment on seasons are interested expensions are based on interested expensions and various offer before that are bedieved to be reasonable under the circumstances, factual results may differ from these estimates.

ties and underlying assumptions are reviewed on an ongoing basis. Revisions to sting estimates are recognized in the period in which the estimates are revised and in any periods affected. In persouler, the areas involving critical estimates or Judgments are:

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ORTIN LABORATORIES LIMITED



ORTIN LABORATORIES LIMITED

accounted for as separate leans (major components) of property, plant and present.

exaptement.

Gains and losses upon disposal of an item of property, plant and equipment are determined by companing the proceeds from disposal with the carrying amount of property, plant and equipment are are conjugated and within the statement profess and the property, plant and equipment are are conjugated and within the statement profess and the first property plant and equipment is recognized in the carrying amount of the least if it is probable that the future exocursic benefits emboded within the part will their but the Company and a lost can be measured milastly. The coast of reports and marientance are recognized in the statement of profit and loss as incurred.

homes of property, plant and equipment acquired through exchange of non-monotary, service are measured at fire value, unless the sectorings framewise and observations of the sectoring sectoring the sectoring sectori

te asset flywings. Appreciation Proposalism is recognized in the statement of profit and loss on a straight line basis over the estimated useful livine of properly, plant and exappment based on Scheckéel II to the Companies Ad., 2011 ("Schoolak"), which prescribes the usubultimes for various disease of brighte arease. For assets acquired or disposed of during the year, depreciation is provided on provata basis. Landin not dependant.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

The estimated useful lives are as follows:

Type of Asset	Estimated useful life in years
Buildings	
i) Main Plant Building ii) Other Building	30 60
Plant& Machinery	25
Lab Equipment	7.5
Material Handling	7.5
Fire fighting	7.5
Vahidas	8
Computers	3
Office Equipment	5
Furniture & Fixtures	10

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Indifference in the committee and committee and committee and committee and the value Francial Makings are clearly as a climate recognition, as francial stabilities at fair value modern intermediate and committee and committ

The Company's financial labilities include trade and other psyables, fours and borrowings including bank overdrafts, financial guarantee contracts.

After initial recognition, interan excurrency.

After initial recognition, interest-bearing toans and borrowings are subsequently measured at amortised cost using the EIR method. Claims and losses are recognised in the statement of profit, and tose when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are on integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

terrance codes in the alternated of profit and less.

Fast solds measurement.

The Company classifies the fair virtual of a financial indivinents in the following bisearchy.

The Company classifies the second second second in pattern markets are contained by the company of th

(iii) Level 3: The far value of financial instruments that are measured on the basis of entity appoints valuations using inputs that are not based on observable market data (unobservable inputs).

Inventories consist of raw materials, stores and spares, work-in-progress and finished goods and are measured at the lower of cost and net restinative value. The cost of all collegaries of inventories is based on the weighted average method. Cost include

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Depreciation and amortization

Depreciation and amortization is based on management estimates of the future useful lives of cortan dates of property, plant and equipment and intemptile selects. Employee Benefits

Employee secents. The present value of the employee benefits obliquations depends on a number of factors that an determined or an actuarist basis using a number of estumptions. The assumptions used in determining the national financial profuse the determining the nation of the object of the determining the national financial profuse of the prevailing manner yields of Indem Government securities as at the bisminin sheet deliver for a seriand term of the objection.

iii) Provision and contingencies. Provisions and confingencies are based on the Management's best estimate of the liabilities based on the facts known in the balance sheet of the facts known in the balance sheet of the facts.

Fair valuation
 Fair value is the market based measurement of observable market transaction or available market information.

Functional and presentation currency
 These function land presentation currency
 These functional statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupses has been rounded to the neurost taking.

E. Current and noncurrent classification

All the assets and liabilities have been classified as cumont or noncurrent as part the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS1, Presentation of financial statements.

- Available Annual Configuration of the Company's and the Company's consumption in , the Company's committee of the Company's commi

- It is held permity for the purpose of being theolot:
 It is expected to be existed within better months after the reporting dists, or
 It is cast or cash requisarier, unless it is restricted from being exchanged or used to settle a
 slicibility for all exists believe mortine district in expecting district.

 Liabotter, a hisbitity is class fined as current when it satisfies any of the following orders:
 It is expected to be settled in the Company's normal operating cycle;
 It is a histograming to the the purpose design grained;
 It is due to be settled within heavier market after the reporting district.

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Advances good fowards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital educated under other monament assess. The cost of property, plant and equipment on lonesty is use before such date are disclosed under capital mut-in-progresses. Assets and enally for use are not depreciable. The Compreys assesses all each bistoner shared that search them is objected, wildered that an asset or a group of assets is impaired. An asset's carrying amount is written down immediately in the recoverable amount if the osterior configer grounding operation confirmated inconversible amount. Successrable mount is higher of the value in use or fair value lives cost to seet.

2) Financial Instruments.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

financial faithful or equity instrument of another entity, uncolal service in uncolal service in the control of another entity, to incognition north measurement. All financial service is the control service is that are entitles to the acquisition of the financial sesset. Purchases or sales of financial sessets that require delivery of sesset within a time farmer established by regulation or convention in their market, place in liquid way brakes, an encognised on the finade deals, i.e., the date that the Company commits by outhers or self-the sesset.

superquern measurement.

Both instrument EVETE.

Doth instruments included within the EVTPL category are measured at fair value with all changes recognised in the datament of profit and loss. The Company has not designated any delicitationsmant as a EVTPL.

estimated (RARULF) assistancember (Alleus) in the control of the C

recognised and istrative case. If the Company decides to classify an equity instrument as at FVTCCI, then all fair vi-changes on the instrument, excluding dividends, are recognised in the OCI. There is recycling of the amounts from OCI to the statement of profit and loss, even on sall instituted. Secretary to Company the profit the company of the company.

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expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition, in the case of insheld appost and work-in-progress, cost includes an appointment is have of eventheads based on normal operating capacity. Since and spores, that do not qualify to be managinesi as large perty, just and expense, crustation for patrior, malerials, improprient passages parts parts and consumables within are used in coparation and the control of the

value is the estimated sailling price in the ordinary course of business, less the estimated costs of completion and being expenses. In pairment of non-fissacial assets.

Impairment of non-fissacial assets.

This caying amounts of the Company's non-finencial assets, other than inventories and determed tax assets are reviewed at each reporting days to obtainmen whether three is any determinent all any such of telection seats, then the saids inscribed amount of a contraction of the company of the contraction of the company of the contraction of the company of the contraction of the value of the contraction of the co

no carry grandunos medicina assessmentament in potential beau.

An impriment los on insepect of potential is not received. In nespect of other assests, impairment losses encopitade in prior porticos an ascessed of each reporting date for any indications that these has decreased on rollourge weeks. An impriment loss is invested. Ethere has been a change in the settinates used to obtain intelligent in the recoverable amount. An impriment loss is reversed only, to the obsert that the assertice carrying amount desired and the carrying amount field recovered any to the modernment, and of depreciation or amontzation, if no imprimentations is represented assertions.

5) Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, incurrent accounts with banks, demand deposit, short-term deposits, Margin Money deposits and unclaimed dividend

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• The Company does not have an unconditional right to defer settlement of the leadily for at least tensive months after the reporting date. Terms of a leadily feat could be a feat to counterprint, youth I his seddents by the issue of explicit year unconditional counterprint asserted to classification. Commet insent if the blade induces the current portion of monorant issental featilities responsively. All other assets installates are classified as oncounters. Defended are assets and leadilities enables, of decided on non-current.
Foreign Currency Transaction
Transaction is frontly currencies are translated to the respective functional currencies of written with the Company rise cutting resides with which set of the transactions to foreign currencies are translated to the processor of settlems with the Company rise cutting resides with which set of the transactions for the processor and suctifies demonstrated in the rise; connected at the recognition date are builded for the settlement of monotary terms or on translating monotary latens or raises different from those as which they were invested on in interest propriets of the particular for produce and provided in the processor of the processor

which they were translated on intella recognition during the period or in previous transval became an experimental and intelligent and intell

- d. Professional Fees and e. Costs of stering whether the assiet is functioning properly, after ceducting the net proceeds from setting any times produced white funding the asset to their location and condition (putches assembles produced with stering explaners). When parts of an item of property, plant and equipment have different useful 4 very, they

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Equity instruments i.e., investments in equity shares within the PVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

In order to receive the received to the control of the control of

For the purpose of identifying the days of delay, the Company took into consideration the weighted average number of delays taking into consideration the date of billing, the credit

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occurits. For this purpose, "short-term" means investments having meturity of the motifies or kiss from the date of investment. Bank oversitable that are repossible or deam and form an Integral pain of our costs in management are included as a composent of ros and cash squivilents for the purpose of the statement of cash toxes. The Margin most deposted and inclinate driving delications of the deposit and inclinate of shed before the control of the depost that inclinate driving delications are shed to the control of the deposit of the control of the deposit of the deposit of the delication of th

ospotos and undamed drivend barances shall be disclosed as restricted cash balances. 6 Employee Benefits

Short term amplifyee benefits

Short ferm amplifyee benefits are suppressed as the related service is provided. Albathly is recognised for the mount expected to be paid if the Company has a present legal or contractive deligation to gay this encurt ea a result of past service provided by the employee and the obligation can be standard of about the complete of the obligation can be standard of about the contractive deligation to be sufficient of the standard of about the contractive deligation on the standard of about the contractive deligation on the standard of about the contractive deligation can be sufficient of about the contractive delivery.

Defined Contribution Plan

employee and the obligation can be estimated reliably.

Defined Contribution Flan
The Company's contributions is oblived contribution plans are changed to the sisteman's operation of the contribution plans are changed to the sisteman's operation of the contribution plans are changed to the sisteman's operation of the contribution plans and other post-employment benefits is calculated using the prejection unit credit method consistent with the advance of qualified activation. The present credit of the contribution with the advance of qualified activation. The present credit contribution consistent with the advance of qualified activation. The present credit contribution consistent with the advance of qualified activation. The present credit contribution of the contribution of

ORTIN LABORATORIES LIMITED

Provisions, confingent failulisms and confingent statistics and provisions of the provision is recognised of an ensemble of past event. The Company has a present logic or constructive obligation that can be self-inside or failuliny, and it is produite by that our outflow of control to the first or failure of the encycle of the endocrate benefits in effect of the time value of money in a presist, in provision are differentiated by discouring the employed failure can be not a product, provision are differentiated assessments of the interest of them can be not of money and the enters apposite to the less high provision due to the pastage of time is recognised and the rest and in the case of times are all respectively.

Contingent Nabilities

Configure assets are not recognised in the financial statements. However, configure seasons are assessed continuely and if a surrough certain that an inflow of economic boundts will arise. The asset and related income are recognised in the period in which the changes occur.

change cours.

Revenue Recognition

Sale of goods and trade license

Effective April 1, 2018, the congoiny has applied Ind AS 115 which could listense a comprehensive framework for determining whether how much and when revenue is for the recognised, and AS 115 firesplaces for AB 18 flowers and most AI 11 Construction Cours.

The company has adopted for AS 115 using the consultative catch upmethod. The effect of instity, applying the standard in recognised of the date of instital application (i.a. April 1, 2018).

The standard is applied infrinsipiestively only for confected that are not complised as at the date of instit application and the comparative information in the statement of profit and fost is not restricted—in the comparative information continues lost persported under the AS The impact of adoption of the standard on the financial abstances of the Company is subgration.

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Determination of fair values

Determination of fair values

The Company's accounting out-of-an development require the determination of fair value.

The Company's accounting out-of-an old account require the determination of a requirement of the company of the

complained and self the interactions.

Investments in eggly and diself securities and units of multiself funds.

The tire value of mosteoble equity and dist securities is determined by reference to their quoted market prices at the reporting date. For dist expensives where quoties market prices are not avoilable, for value is determined using proting softwing as such as decounted cashiff when waity size. In respect of directions of directions are decounted cashiff when waity size, in respect of directions of directions and waity size. In respect of directions are directions of directions are directions of the problems of directions and the direction of the problems of the multiple for a direction of the problems of the multiple for all which the sour well associated by the subsection are well associated by the subsection and wait of the direction of the multiple for all which the direction of the multiple for all which the source of the directions are directed and the problems which the source was all the problems which the source was all the problems which the source was all the problems which the source which was the multiple source of the problems which the source was all the problems which the source which was the multiple source of the problems which the source was all the problems which the source was all the problems which the source was all the multiple sources.

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d	Investments				
	Particulars		2019		2018
		Current	Non Current	Current	Non Current
	Investments at fair value through Profit of Loss Arc	1/4	12	1	12
	In Equity Shares In Mutual Funds		0.00 5.40		0.00 7.84
	Aggregate amount of Quoted Investments	2.0	8.40	- 1	7.85
	Total levestments	374	8.40		7.65

Particulors	50 8	2019	2	018
200000000000000000000000000000000000000	Current	Non Current	Current	Non-Carrent
Deposits with IL and FS	-		1.6	13.00
NSC Bond				0.15
Security Deposit with APCPDCL	-		- 23	53.62
Security Deposit with Singareni Colories	1.0		18	0.70
Deposits with Others	22	70.69		
Deposit for rentals	1.7		125	1.3
Deposit with CPD			1	
Deposits with Others	26.72	32	26.47	150
Interest Receivable	4.00		534	9
TOTAL	33.23	79.60	31,81	67.47

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Revenue is recognized, when the company satisfies a performance obligation by transferring promised good or service to its customers. The company considers the service of the control and its customery bousses protectes to determine the transaction price. Performance obligations are satisfied at the point of time when the customer cotans-corridor time source.

controlled of the succession of their when the calablest collains controlled of the succession of their when the calablest collains controlled of the succession of their which is the fair value of the controlled of the succession of their which is the succession of their which controlled on the succession of their which is the succession of their which is the succession of the succession of their which is the succession of the succession of

Introduct from mainly comprises of interest on Margin money deposit with baries relating to baris guarantee. Interest stoom should be recorded using the effective interest into baris guarantee. Interest should be recorded using the effective interest relating to baris, quarantee are purely current in relative, hence effective interest rate labar not been applied. Aftered is executed using the time-exporation marked, basind or mean important to make the executive distinct of the terrestoration and the executive distinct of the terrestoration and the executive distinct of the terrestoration and the executive distinct of the executive distinct d

Dividend income is recognized when the Company's right to receive dividend is established.

exactance.

Bernowing costs

Bernowing costs consist of interest, sectility and other costs that the Company incars in

consists with the borrowing of funds and interest relating to other financial fastitists.

adjustment to the borrowing costs. Seriorang costs should push purchase the production of the cost of the costs directly substitutible to the opposition of more borrowing costs. Seriorang costs directly substitutible to the opposition of the cost of the costs of the cost ancidented purchase of the cost of the

10) Tax Expenses

income Tax Proome tax expense is recognized in the statement of profit and lose except to the extent

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Accordingly, such not asset values are analogous to fair market value with respect to these investments, as transactions of these mutual funds are certied out at such prices between investors and the assers of these units of mutual funds.

between investors and the issuers of these units of musual lands.

(V) Derivative

The first value of herege exchange forward corrects a entimeted by discounting the

filterance because the confractual provised price and the current beward price for the

residual maturity of the contract using a nisk-first interest ratie (based on government)

bonds). This term such soft herege contracts the interest ratie (based on government)

saway contracts. It determined based on the appropriate valuation, softhiques,

considering the themsel of the contracts

(V) Non-derivative financial labelities.

Fair value, which is determined for deliveral purposes, is calculated based on the

Fair value, which is determined for deliveral purposes, is calculated based on the

Fair value, which is determined for deliveral combines, showouthed if the market rate

of interest at the reporting date. For finance based on the market rate of televised protections are considered to the contract of the con

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2.4 Other Non Current Assets and Current Assets

Porticulars		2019	1 13	1018
	Current	Non Current	Current	Non Current
Deposits with Statutory authorities	10		10	0.25
Prepart Expenses			8.82	
Income Tax retund FY 2012-13			2.52	1.4
Process: Tax related FY 2017-18	630		3.76	
Montai Sales tax deposit	29.99	- 2	72.69	3
GST input centil	0.15	1 1	181.06	- 3
ST input credit	88.89	- 8	86.98	-
Laws and education staff	1.0	- 2	0.11	- 64
Mathacastrine Vel because	102	1 2	17.36	1 2
Actionse for parting material	219	125	1.00	
Creditors for goods	114.37		123.3E	
Excee Duty Clark Receivable on Export	1.0	1.79	6.08	1 4
TDS Receivable from parties		(4)	2.48	- 4
Excise duty appear fee	172			1.76
Consult credit deleted	185	0.000	120	0.00
Convax medit	13	0.00		0.09
VM: input credit receivable:			10	4
Excee paid under pretest				290
Defend GST	-	- 2		414
Distance Excee Data				
Advance Tax	25.00			
TDS receivable	5.84	13.34	25.51	- 3
Actions others	199.11	19.36		2.70
TOTAL	427.25	34.46	447.66	11.91

Inventories		
Particulars.	2019 Current	2818 Curvet
Row ranterials	2,751.11	230.90
Finished goods	341.92	2,147.68
Packing materials	100	24.27
TOTAL	3,690.70	2,461.93

The mode of election of investmine has been stated in Note ... Of Significant Accounting Policies Investment Inputheciated as security for dealing working capital bicilities from banks.

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that threshoes notewas recognized directly an equity, in which case it is recognized in equility. Current tax is the expected test poyable on the fausable income for the year using tax index in the reporting date, and any adjustment for the poyable in respect of previous years. Orderned tax is recognized using the basiness shared method, providing for temporary of the recognized using the basiness shared method, providing for temporary purposes and the amounts of sealers and basiness of the shared proposed and previous proposes and the amounts of the shared consideration of the shared that is the shared to the shared the shared that the shared the shared that the shared to the shared the shared that the shared the shared that the sh

reasolar simultaneously.

A determed lar asset is necognized to the extent that it is probable that future (available profits with a available signature into the temporary difference can be utilized. Different disas assets are reviewed at each reporting date and are reduced to the extent that it is no known probable that the instellant benefit without enabled.

Dividend distribution to are assets got of payment, of dividends to strate-holders under the total inclination services and excellent accordance to the company and all such bases are exceptioned in the stokenest of changes in equity applied if the associated dividend payment.

acarmings Mar Share

The Company presents basic and distinct sensings per where ("EBS") data for its ordinary shares. Basic company to the design of the property of the shares. Basic company per where overgrand by children the net profit other face by the weighted swenge number of early or are socialized gouing the period. Children sensitive per share is company for share tare by the weighted swenge number of early or shares considered by dividing the period failed that by the weighted swenge number of early shares are described to the weighted swenge number of early shares that could here been issued upon conversion of all distribuporation quity shares.

12) Trade receivables
Trade receivables are initially recognized at fair value and subsequently measured at anortized occlusing effective interestmethod, issupprovision for impairment.

13) Trade and other payables.
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are cirplaid. The amounts are unsecured and are

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Section .		Gertan car	Getwa carrying value		Y	cumbb	Accumbled depredation / Imperment	magni in	1	Netcam	Net carrying value
Periodora	Apail 1 Apail 2018	Additors	Disposals	As # 31 Slarch 2011	As at 2010	Fords	Ingairment for the year	Disposals	As et 31 March 3115	As of 31 March 3019	Asel 31 March 2011
946	53.57	100	3	33.57	2	1	•	¥		20.07	53.57
actory building	485.20	2.43	1	501.47	45.12	22.33	V	(9)	11.33	436.14	452.80
demokráve subino			8				74				
Plant & treithfrey	1,580,17	238.37		1279.54	08/92	122.75	V	9	348.56	1,471.99	1,354.33
led to soughter	96.79	128		\$7.37	878	472		-	12.85	41.56	07.73
Partition & Induse	437	18.80	0	36.M	2.47	7.41	ů.	(a)	4.59	10.68	2.49
Electrications	28.65	11.80	ě	42.95	27.78	98.5	7	7	27.37	15.18	18.87
shoom	85.55	10 00	0	92.26	10.00	11.99	S.		22.85	86.34	63.13
Otherwood	47.35	1.60	,	20.79	200	2			4.83	15.81	14.11
Compaler	3.87	1.56	3	5.53	255	7 20	4	1	350	181	144
Arcondices	3.50	0.41		8.40	222	1.14			3.37	1.53	24
logi	2331.30	300.53	1	2,601.02	227.58	13.20		1	683.27	2,128.85	2,002,43
Captis Work in progress	40,2394		9							53.487	40.2164
		Great car	Great carrying value		A	cumple	Apparentation depretorition / Impairment	or I impaire	test	Netcery	Net compleg volum
Puttodes	As at 2817	Additors	Disposals	As at 31 March 3018	As at 1 April	For the year	bepairmed for the year	Disposals	Aber 11 March 1918	As of 31 March 3018	As at 37 March 2017
Lord	53.57			59.57				Ģ		53.57	15.05
Factory building	477.78	18.22	1000	495.99	21.45	25.72	4	į.	48.3	152.86	168.36
Administrative suiding	734		357		0.18		4	9.18	(87.50)		7.80
Part & rechmeny	1485.33	14.62		1,580,77	110.73	13,05	'n.		225.83	1,304.14	1,384.64
Belling scholand	54.00	123	ě	56.19	4.23	4.25	Ŷ	7	3.63	47.72	2808
Farthin & Marin	137	1	(1)	497	142	1.95	ú	7)	247	248	55
Electrical Brings	28.65				13.91	7.88	4		21.78	6.87	14.74
Wholes	12.29	146.82	15.07		40.86	34.37	ž	989	18.33	61.19	71.33
Other month	17.35			17.36	1.62	180			3.89	14.16	11.12
Computer	22	1.73		330	1.14	1.40			2.53	141	2.65
Grondfeeur.	838				173	1.13			2.23	673	7.88
local	2225.46	118.14	23.21	2,331,39	196.65	168.95	4	3.16	227.99	2,003.43	2,968.83
Capta Work	35.21	0								10.0104	MONEY

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2.6 Trade receivables

Particulars	2019 Gurront	2918 Current
Trade Receivables		
Unexcured, considered good	3,701.04	2,229.76
Loss, Allowances for cracit lesses		43.86
101AL	3,763.64	2,194,89

errent of Impairment in Trade Review white

Pariculan	Amount	
As at 1st April, 2018	(40.11)	
Rosersal of Inquirment	9.52	
As at 1st April, 2017	(30.59)	
Add additional glovance of appoint craditions	(13.27)	
As at March 31, 2018	(40.80)	
Roversal of Impairment	43.88	
As at March 31, 2014	0.00	

Particulars	2019	2010
a) Cash and Cosh equivalents	0.00	
i) Cash on hand	10.38	41.35
it Balancas with certica		
+ Carrent Accounts	38.88	25.05
-Fixed Disposits		10.19
5) Other Bank Balances (with restricted use)		
Margin Micros Dopcol Accounts repens Birth Coleranaes)	125.22	12.63
Total	214.30	199.22

Perficulers	2019	2916
Costr and Cash Equivalents/Bank Bolances	214.30	199.22
Louis Blank 00 & CC to be stimulfed as Cash & Cash Equivalents	(1473.59)	(1465.95)
Cosh and Cosh Equivalents/ Bank Bolances	(1259.29)	(1296.73)

Ortin ORTIN LABORATORIES LIMITED 2.8 Share Capital Particulars
Authorised Share Capital
1030(000 Epuly Share of N; 10 acc)
1990(000 Epuly Share of N; 10 acc)
1980(000 Epuly Share of N; 10 acc)
1980(000 Epuly Share of N; 10 acc)
1980(000 Epuly Share of N; 10 acc)
1990(000 Epuly Share of N; 10 acc)
1980(000 Epuly 2,000.00 2,060.00 1,094.04 1,694.94 1,694,04

2.3.2 Rights affacted to equity shares.

The Company has not provide ask of equity shares having a has value of the 30% each Each Telekted

The Company has not provide ask of equity shares having a last value of the 30% each Each Telekted

The Company and the Company of the control of the Company of the control of the Company, after distriction of the Company, after distriction of the Interest of the Company, after distriction of all previously ask on the Company, after distriction of the Interest of equity distriction of the Interest of equity places inside type districtions.

The charlest or will be in proposition to the Interest of equity places inside type districtions.

Porticulars	2011	2818
Store Forteiture reserve		
Opening Baltinos	54.63	64.53
Act: Stores losted during the year		
	14.53	64.53
Digital Reserve	1000	
Opining Billiance	2133	21.22
Surplus in the Statement of Profit and Loca	26000	
Coening Balance	628.12	560.10
Add: Not profit transferred from the Statement of Profit and Loss	129.00	67.90
	756.02	626.02
Less Appropriations	2202	
BCL on Trade Receivables	128	
Net change in fair value of PVTPL investments and others	100	
Actuated guitt or loss on employee defined benefit plans	626.421	
Cooks Balence	729.03	629.00
Total	815.35	715.77

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Ortĺn	ORTIN LABORATORIES LIMITED
2.18 Borrowings	

Durrent Non-Current Current Non-Current 1,473.50 181.19 1,465.95 148.25

2.11 Deffered Tax Liabilities 2018 305.67 (52.66) 252.62

2.12 Other Non Current Liabilities & Current Babilities 2019 2318

Current Non-Current Current Non166.22
- 96.13

42.45 59.00

42.45 792.00

56.89 Persolation
Loss from Descript
Loss from Orders
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2019

2.14 Trade Psyables

Particulars	2018	2018
Due to Morp & Small Shiraprises		- 30
Duscris ethers	4,750,68	1,898,23
Total	4.759.65	1,656,23

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Particulars	2819	2018
	Current	Current
Current Maturities of LTD 8-life Possible	690.66	120.19
Slaff Dedition	47.25	40.70
Lightly for Expenses	220.84	105.51
Total	867.75	\$42,42
Provisions		
Particulars	2019	2918
Provision for tax	80.15	38.75
Provision for Gratarty	18.35	1200
Provision for Leave encestment	5.62	
Total	74.13	38.75
Revenue from operations		
Parliculars.	2019	2916
Rovanac from :	2012000	
Coeroting Activities	18.228.23	7,910,37
Add Excise Duty		90.02
Add Other Operating Income	449.95	0.85
Revenue from operations	16,276.19	8,962.19
Other income		
PerioJan	2610	2018
Interest Received	7.53	15.04 Profi
oseigh Dischlange Flucklation	(1.00)	1 5
Discoult on Puschase	- 3	0.25
Remai chagas-votefore tower Service Charges Income		0.12
Salmidy on Electrical Charges	- 6	0.06
Congressor on Sales	- 1	1 5
Montano hors	471	436
Profit on Sole of Asset	100	29.34
Insurance Claim Recover?		11500000
Net gain on Fair value measurement of investments	0.55	- 00
Total	12.78	45.33

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ORTIN LABORATORIES LIMITED

_ #	
Ortín	ORTIN LABORATORIES LIMITED

2.19 Cost of materials consumed

Paristiculars	2019	2019
Pow Moternal	(7.04.030	
Purchases	14,799.55	6,566.94
Ast. Opening Stock	2,106.03	1,380,30
	16,905.59	7,777.24
Loren Closing Stock	2,751,11	2,147.68
7-10-10-10-10-10-10-10-10-10-10-10-10-10-	14,154.48	5,629.58
Total	14,154.48	5,029.58

	(872.06)	125.57
	(872.06)	129.57
Employee benefits expense		
Particulars	2019	2018
Salaries & Wages	203.04	255.48
Director Remaneration	57.85	12.86
Contribution to provident and other funds-	20.21	16.62
Staff Welfare, Restulment Expenses.	28.34	2131
Other Allowances	57	
Lesse encasterent	16.67	
Engratia & Griduly	8.49	3.26

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED

2619 93.35 21.39 21.18 0.03 3.54 5.11 22.52 0.30 8.09 54.07 8.41 595.93 5.44 636 52,62 9,97 410,13 7,12 2.00 25.24 279.28 24.67 133.42 400.38 15.00 13.93 116.91 441.22 Miscolar recurs respenses Jos More Charges Custome Date Inspect Pold to Scientific infer Ltd CSR 83.08 0.37 (41.90)

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED

234 Recent Accounting Pronouncements.

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IndiAS 95 (L

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ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED.

2.26 Auditors Removember Particulars a) Audit tees to Other charges Taxotion metions TOTAL Earnings por Share For the year ended 21 March 2019 For the year ende 31 March 2018 doble to equity holders 128.00 67.62 189.40 150.40 169.40

Justice by Nova of early shares.

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ORTIN LABORATORIES LIMITED

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Ortin ORTIN LABORATORIES LIMITED

The following is a summary of significant related party team.

Perfection. For the year endor 31 March 2018 5.40 2.85 5.40 5.40 21.23 16.50 1.80 5.40 2.85 5.40 5.40 19.81 15.00 6.50 r the year endoc 31 March 2018 248

2.29 Segment Reporting
The Company concluded that there is an only one operating a product. Hence, the same becomes the reportable segment have you one operating a product. Hence, the same becomes the reportable segment more your operating and reportable segment the debutes to recordingly the Company shall present ends, we 33 and 34 or first 76% 100.

ORTIN LABORATORIES LIMITED

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Last propose better.

I to considerate with explicable leves, the Company line a defined branch plan which previous for ground, in concentrate with explicable leves and consequently appropriet picture. The Consulp Planty and converse certain categorized representation controlled on the sequence of the certain controlled on the sequence of the certain controlled on the controlled on the sequence of the certain controlled on the controlled on the controlled of the controlled of the certain controlled on the controlled of the certain controlled on the controlled of the certain controlled on the controlled on the certain controlled on the

528 1.64 commission

Control barrel i religations at the beginning of the year

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Interest on related obligations

Revindeaus results due to

Actuant lessinger i der to change in financial assumptions

Actuante lessinger i ech de demogrante absumptions

Actuante lessinger i ech demogrante absumptions

Actuante lessinger i due to experience changes 23.04 Sendits paid Defined benefit obligations at the end of the year 56.37

Summary of Actual Assumptions:
The actuated assumptions used in accounting for the Destudy Plan are as follows:

Parliculars	For the Years ended 31st March 2011
Discourt rate	2.6%
Salary Fecalation	5.025
Mortality Rate	100.%
Disability Rade	0.00%
Withdrawsi Rate	5.0% to 7.0%
Normal Petroment Age.	60 Years
Adjusted Average Future Service	9.44

ORTIN LABORATORIES LIMITED

For the year ended 31 March 2010	Forthe year ended 31 March 2018
55.78	38.76
100	9631
2.04	(52.86)
(5.20)	1/2/2/2/2
55.80	0.11
	Amount in the Lake
	55.78 2.04 55.86

Particulars	For the year anded 31 March 2019	For the year ended 31 March 2018
Profit before income taxes	183.90	63.54
Exacted tox rate in Incle	27.82%	33.06N
Computed expected tax benefit/(expense)	91.13	22.49
Effect of	2000	
Expenses not deductible for lies purposes	80.81	77.73
Exporses deductible for Tax purposes	191.7%)	(61.48)
Teoritie at Spoolal Flatos	1,000,000	
Income tax benefit (expense) for the year	50.15	36.76
Discher ha rele	27,29%	56,95%

description of the items that created these differ	ences is given below:	(Amount in Rs Lakh
Perio/am	For the year ended 31 March 2019	For the year ended 31 March 2018
Deferred tax posets (Tab Blies):	10100111	
Property plant and againment	(254,97)	[252:52]
Not deferred tax govern/Eab/Ride)	(254,97)	(252.62)

ORTIN LABORATORIES LIMITED Ortin ORTIN LABORATORIES LIMITED.

come as all harmonic (2016). The Company's crock period for oustoners generally ranges from 80-90 days. The aging of trade receivables that necessitive but not impained is plant below:

	(Amount in Ris Loling)	
Particulars	As of 31 March	
	2019	2018
Period (in days)		
1-90	5226.88	920.02
90-160	91.14	731.53
More than 180	417.38	577.21
Total	3735.38	2228.26

Particulars	For the Year Ended 31 March	
	2019	2018
Balance at the beginning of the year	3783.40	2226.76
Impairment of Trade receivables	20040	(43.87)
Balance at the end of the year	3783.40	2184.90

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Ortin ORTIN LABORATORIES LIMITED

Internalization of the Militeraphysis of the determination of profit analysis consolided the following (Amount in Re. Let					
Periodore	For the year ended 31 March 2019	Forthe pashended 31 March 2018			
Current boxes experime		100000000000000000000000000000000000000			
Domestic	53.TB	38.75			
Prior year box adjustments		14.51			
Deferred saves expense/senetiti		1.000.000			
Donesto	2.04	(50.05)			
Total importer tax expenses then ellip.					
maconized in the statement of profit and loss	\$5.60	0.11			

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED

Particulars	2020	2021	2022	Thereafter	Total
Long term borrowings-Vehicle loan	16.02	0.08	5:18	5.00	30.19
Long term tionowings-Interest free Sales tax deposit	*8	35	E3	11.10	11.16
Bank overdraft, short-term leans and bertwings*	17.88	17.88	8	94	

CA

Particulars	2019	2018
Tirtal Date	1947.17	1983.12
Total Equity	2509,39	2407.80
Debt Equity Ratio	0.78:1	0.82:1

131 ORTIN LABORATORIES LIMITED

SATHULURI & CO.

Independent Auditor's Review Report on Quarterly one Year to Date Unsuched Financial Resides of Company Pursuent to the Regulation 35 of the SESS (Linking Obligations and Disclosure Requirements) Regulations, 2015, as arrested.

OK. 3-4-5296, Goçamma Nasyam, Narayanaguda, Hydersbad - 500 027 Phone: (O) 040-27565797, Mobile: 9391585797, email: authuluri93@gmail.com

ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

	Periodes	For the year ended 31 March 2019	For the year ended 31 March 2818
	Frolit before income times	183.83	58.04
	Exacted tox rate in Incla	27.52%	33.08%
	Construited espected lax benefit (expense) Effect of	31.13	22.40
	Expenses not deductible for Tax purposes Expenses deductible for Tax purposes	80.81 (61.79)	77,73 (61,48)
	Tacable at Special Rules Income tax benefit (expense) for the year Effective tax rela	93.15 27,29%	36.75 56.95%

		JAPONE IN THE LIST
Parliculars	For the year ondeil 31 March 2016	For the year ended 31 March 2818
Deferred fire assers/(liabilities):		
Property, plant and equipment	(254.97)	(252.92)
Net deferred tax assets/Sabilities	(254.97)	(252.52)

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.....



2019 2018 Contingent Lish@ties
a) Letter of credit outstanding
b) Dermand salesed by section department for FY 2010-11 to 2011-12
c) Dermand salesed by hoome tax department for FY 2013-14 TO 2014-15 d) Demand raised by Income tax department for FY 2008-08, FY 2009-10 and FY 2010-11 *

* Tax deposited under protest Rs17.29 lakhs

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ORTIN LABORATORIES LIMITED

- Statement of	Assets and Eachdidge	
Parinters		At at 31-Map-2019
	(Vese(sed)	(Assisted)
SSETS		
be-current essets Property stant and Equipment	2383.09	2109.65
Capital Work Inprogress	3429	31.41
Planarial metti Innomente	892	5.01
Other Scannillal assets	1739	200
	23.22	36.66
Other was surrout assets	2,636,27	13966
errord erects	1000	200
leventerior	4,183,50	1,093.78
Please in a series		
Trafe motivation	2,563.70	2,793.04
Cook and and equivalent	31100	31.23 33.23
Other Standal store	3140	9528
Other current assets	912.38	427.29
	5,351.8C	6,184.00
TOTAL	100.00	10,385,63
QUITY AND LIABILITIES	CALLE	2000000
ely	00.500	0.000
Equity Show Copted Other Equity	1,694,64	1,694.04
Other South		
	2,453,25	2,599.09
ablities Non-extrest Euleliëse		
Figure of Lightfiles		
Directors	(80.44	473.58
Deferred tax Rabilities (set)	175.88	254.97
Long Toron Praintenan	65.91	52.81
Other Non-current lightlyin	0.31	631
	991.45	701.69
Cerron labilities		
Phancial Linkstee	C466.6T	1,475,29
Barrowings Trade presiden	4,187.69	
Other Essacial Salestein	599,43	299.66
2.10.10	120	26.17
Provides Other current lightities	23434	
- Calab Carrior Facility	E808	1217.9
	100000	
TOTAL	5,803,98	INJARRAS

of Cosh Firm

20.25 20.25 20.25 20.75

134 134 (2794) 230 (2794) 100 111 237.00 023.00 0.00

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M M REDDY & CO.,

Annexure-7

Independent Auditors' Report

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Our responsibility is to express on opinion on these standalous flowerist on our soils.

We have taken into accusal the provisions of this Act, the increasing and eading standards and matters which are recycled to be included in the exist report under the provisions of the Act and the Bultz made thus under

We conducted our sold in accordance with the Standards and Adding specified under Section 140(18) of the Art. These Standards, angles that we comply with abbout \$100.000 and \$100.0000 and \$100.0000 and \$100.0000 and \$100.0000 and \$100.0000 and \$100.0000 and \$100.00 # 999 20rd Clean Co. Mar., 70 Sector, ISS Larged.

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r spinion and to the bear of our information and occording to the explications given to a formal distribution Financial microscome give the information respiced by the Art in nature to respect and give a true and like view in conformity with the accounting the jumental youngh lie look, of the arts of failure after the Company as at 21 March and Profit and Lines for the year coded on that these.

- I. As required by Section 143 (3) of the Aut, we report that:

- 1. An expansive/section 140 (3) of the Ant, we report due:
 (b) We have simple or deviation of the Schizman and explanations which to the hast of an knowledge and held over commany to the purpose of them table to the schizman and the s



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ORTIN LABORATORIES LIMITED

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- With respect to the other matters to be recluded in the Auditor's Report in eccondume with Rain 11 of the Companies (Audit and Auditors) bales, 2014, in our epision and to the host of our inflamenties and according to the explanation given to use.
- often and the contract are pending Rigorium. The Company does not have my impotent currents including derivative contains for which there were an entered Resemble Insue. These were as seconds which we repaired to be excluded in the Versical Contract and Contract an

Plen: Hydershid Date: 07,09:2019

ad and Code-specialists at the beginning of beyone (and and Code reprintments at the meding of the year



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ORTIN LABORATORIES LIMITED

All emousts in Indian II apon except for these data		203.19	2017-18
	None	Avail	And .
	260'6	Min 31, 2019	Mo"31, 2218
QUITY AND LIABILITIES			
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Pear Copins	- 1	4.200,000	710,000
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Informed Sum Warrent	135		7.578
ENDONE HIGH		6,1/33,030	180,000
Non-record European			
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and total business	В	-	-
Control Statistics	- "	-	
Disci-com Serenvinge		1.0	
Timir Treshtes	4	74.790	65.600
Doze-torovýnimkénie		-	
Mer Corest Linbities		1000	34,000
POZNESKI NESTA	E	74,710	136,480
twal	(A+B+C)	4,174,790	216,410
ASSETS	1000000	20000	F-17-5
Sint-correct words			
Fand assets			
Josep Morth		+	100
ans : Accemulated depreciation / americanion Set black		-	
lapital work the progress		1	
Shartween to healthin	- 4	- 1	
Natural Nov posets (Fried)		-	
ong-torus loans and advances		-	
San-carried breestwards		+	
Star New-Current Assets		10	
	- 1	- 4	
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Other current assets		41057001	175,000
Contraction of the Contraction o	- 0	6,174,746	216,460
Dest	(AKHBHO)	4374790	206,890
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W M M REDDY & CO.	Forward a	or behalf of the You	of of Directors of
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ORTIN LABORATORIES LIMITED

Profit and Loss Account for the Period ended (All amounts in Inclain Expens except for shore data in	offernia mad		
	Stella Mary	2215-19 Your Ended Mar 21, 2019	Year Yeard Mar 31, 2018
INCOME.	7601	MOP JIC 2019	Mar 34, 3038
Terrener (Grae) Reverse from operations Other involve		2	
Total Reversor		-	
SCHENCETURE Dyerating Expersus Personal Cast Administration expensus Deprenation/amortisation		-	18
Total			
Postit / Lond before tan Faulit before na Faulit before na Fauliton be insetion - Carmet You Tay - Defermit his			
Total to: expens		-	
Profit/(Len) from someraby operations School brought forward from product year			
Referencested to Balance Share Rendage per obser Basic Weighted Navether of Streen National value		antoni 16	10,000
Notes to accounts	-70 00 -000	Constant of the last	- 110
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ORTIN LABORATORIES LIMITED

SCHEDULE: 01

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

- SIGNIFICANT ACCOUNTING POLICIES:
- 1. Basis of preparation of financial statements:

These fluoresis statements are prepared in accordance with Inclus Generally Accepted Accounting Principles (IGAAF) under the Inhancial cont convention on the secretal basic except for cortain fluoresis instanzents which are measured at the values GAAF comprises mandatury accounting standards as prescribed safels Socialist 131 of the Compraints Act, 2013 ("the Act") read with Rule 7 of the Computes (Accountily Rule, 2014).

J. Use of Estimates:

The progenition of fluorical automates in conformity with OAAP requires Management to make entirense and essemptions that either the reported bistones of sense and bistolities and discharears relating to contingual senses and liabilities as the date of the transaction and superroll enterine of increase and exposure during the profile. Compute of such entires related provisions for doubtle dates, during the profile. Compute of such entires related provisions for doubtle dates, and the superior and the surface of the surface and the surface consenser support and the surface lives of fixed sources and intemplife users.

Management periodically assessed using external and internal sources whether there is an indication that an assist may be inequired. Continguestes are recorded when it is grabable than a listifility will be incurred, and the amount can be resecrably estimated. Accord results ended differ from those estimates.

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Revenue recognition:

ORTIN LABORATORIES LIMITED

4. Fixed Assets, Intangible Assets:

Fixed Assets are stated at cost, less accumulated depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation.

Depreciation on fixed assets has been provided on straight-line method based on useful life of asset specified in Schedule II of the Companies Act, 2013 on pro-rata basis.

6. Product under development:

Revenue expenditure incurred on product under development for development of new games and portals has been shown separately under Products and Development.

8. Income Tax:

Income taxes are compared using the tax effect accounting method, in accordance with the Accounting Standard (AS 22) "Accounting for Taxes on Income" which includes current taxes and deferred taxes. Determed income taxes reflect the impact of the year and the relevant of timing difference of earlier years. Deferred tax asset and battlevant of the size and the tax rise in that are expected to apply to the period when the axes of infallity is resultantly and to tax rate (and tax turn) that here been considered and carried forward only to the extent that there is a recombine certainty that sufficient future taxelly income with the write after the accordance of the accordan

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per is the weighted average shares used in outstanding during the period.

During the financial half year the company does not made any investre



ORTIN LABORATORIES LIMITED

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II. NOTES ON ACCOUNTS.

All amounts in the financial statements are presented in Express and as otherwise stand.

8. Contingent Liabilities : Nii

9. Foreign Exchange earned and outgo : Nil

10. Related Party Transactions

List of related parties on which the company is able to exercise or

A. Subsidiaries: Nil B. Transactions with key management personnil: Nil

(In No. Rapon)

Fartitulers	
Statutory Audit	23600
Total	21608



Annexure-8

9,180,00

4,107,756 6,151,540

For and an behalf of the Board of Disposa of VINEET LABORATORS S LIMITED

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ORTIN LABORATORIES LIMITED

MATHESH & RAMANA CHARTERED ACCOUNTANTS

	(In Rs. Rupees)
Particulars	For the Year 2018-19
Net profit after tax	0

The previous year figures have been recast / restated, wherever necessary, to the current period's classification.

16. Financial figures have been rounded off to nearest rupee.

17. Schedules 2 to 9 form part of Balance Sheet and have been authenticated.

Chartered Accountants Firm Registration No: 010371S

(M Madhusudhana Reddy) Partner Membership No.213077

As per our report of even date attached For and on behalf of the board of directors For MM REDDY& CO., M/S. VINEET LABORATORIES LIMITED

Gaddam Venkata Ramana Satyanarayana Raju Director Director

4,100,000 6,300,000

6,319,036 4,199,000

ORTIN LABORATORIES LIMITED

ners, Subscribed and Paid ag 10000 Equity Shares of Sts 20/- coch.

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(A-B-C) 4,151,590 (A-B-C) 4,15

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ORTIN LABORATORIES LIMITED

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Based on the examination alone and according in the information and explanations given to is, we are of the info. the accounting receivement proposed one given to is, we are of the info. the accounting receivement proposed on the conformation of the info. The info.

ORTIN LABORATORIES LIMITED

VINEET LABORATORIES LIMITED

Notes to Accounts
(All operants in Indian Requise ecopy for distances or otherwise stated) 67,000

26,000 27,120 8,600 5,600 59,530 43,600 710

150

Place: HVIIEBABAD Date: 51/08/2817

ORTIN LABORATORIES LIMITED

For HATHENITA RAMANA
IMARTINED ADVISORATE

E.Y. RAMAN MEZIES
V. to 120/07 forms

Annexure-10

VALUATION REPORT

FOR

ORTIN LABORATORIES LIMITED (OLL)

April 2019



Falsation Report, April 2019

ORTIN LABORATORIES LIMITED

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M M REDDY & CO., Auditor's Cartificate on accessing treatment in the Draft Scho

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Strictly private and confidential Orim Laboratein, Diesiel (SLL) van reighally kroepermol in India seder the Carpanian den, 1955 well Reportion Stall HaVFH69/2108495 as MA: Only Diesiel Lindels of The Computer Conference on Computing May and Highest En. Represent Offices of Computer Joseph of Stall S Otis Lebertreine Liefard (O.L.A., a Trated Italiane for Quelty and offer Quelty Dags and Modifician in the auditring mediand Company Ferrentaless until teleparts in a special and of 25000 a fine with all utilizations in distributions as per the Wilst Offer Standards on managinate the complete compa of Phonomenical Ferrentaless of TABLETTE, CAPOLILES WILDES and EAV (WOLDERS.

In tur part 2018, MA Viscet Laboureiras Phitae Carried fus bern merged unto Orin. Viscet Laboureiras in sea mateliareira sea processor amentarizeira quel, majordy involved a outer propuestion of instrumentare for AST-REITON VIROLAS and LIPID LOWERSON AGENTS videlé à hamelé de Chourique la Viginata Illustra. En manufatura part la la cologica de Phitaeticas Biocks, Quality Control, E. & Ostal Quality, American. The production Hocks of quality control and production Biocks. Quality Control, E. & Ostal Quality, American. The production biocks of quality of active production and production biocks.

Corpus; Brag, AT Jermoducies mandameing art has been craftled at 66350 3001: 2006 corpores by Det Needer VERTAS, The Necharland, for its quality options (tuniqueness which above the quality constraint to deliver box quality profuses.

Corpusy Ferrancisco seri has been ordered as a PRIO - CoRP could empray and as 100 order. Need Corpusy and as 100 order to Corpusy and as 100 ordered to Corpusy and as 100 ordered to Corpus and the Cor

Company manuting in formulation of over local and its products has been well ascepted by for medical positionies. Contemps between days are instead Supplier of Droga & Medicines with the more required Central, State & Quant-Government Organizations of Attachmictor of our Centry.

3 M Madhusudhana Ready Restricted Volume

ORTIN LABORATORIES LIMITED

The date of density of UNITE (AP) harmedicin. A field, Drey Merstansky Lini (S.C.L. (Design) Creamy) is resident in Cheenber 31, 1201. In other is density of CLL (Design) Creamy is resident in Cheenber 31, 1201. In other is density of the contage and so first in density or many case of the Cheenber 31, 1201. In other is density or many case of the the Cheenber 31, 1201. In other is density in order to the Cheenber 31, 1201. In other is density of the contage of the control backs of the c

We have also obtained receiving explanations and information, which we believed were inflored to the project exercise, then the execution and exponentations of CRL E may be reminded that CRL has been provided expensionly to explice the draft report (exchange, are violation analysis and recurrentables for the correst; job my part of our standard practice to make a use that that all inaccessions are avoided in ear research.

The sharekelding patters of OLL as at 33° Becember, 2018 is as under:

Category of charchester canote: & Proposer Group Proble
Shares senderlying DRs
Shares held by Employee Treat
Non-Transactor-Non-Public

Valention date& Sewroe of Information

Strictly private and confidential

Report, April 2019

No. of facily posed up opening years beld \$5. of facil as, of the second \$9.00,766 \$1.005,005 \$65.005.

197,40,400

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ORTIN LABORATORIES LIMITED

Strictly private and confidential a mitthell, the key elements of Company Quality Assurance Stofess are:

- subhar, In Acy common or Anaparty Annay, Anahamou Leadership Turking, Turking, Turking, Specifications and Streetees Within Phasectors, Within Phasectors, Street, Anahamou and Marketon and Nidelinanus Saning state-office. Manufacturing corpulate Manufacturing corpulate

- Complaints Quality System Results tracking and an

Full Name

Garldon Venkoto Romano	00031873	Managing Director
John: Radhakrishna Pandaranga Ran	00294746	Director
Murah Screbno Murthy Sames	00540630	Managing Director
Moture Krishea Murchy Senice	00540705	Wholetime Director
Birligi Venkutesmurlu Sanka	02010148	Director
Stitrivasakumur Sanka	02010272	Wholetime Director
Satvananyana Raju Bhapethiraju	02697850	Wholetime Director
Sutyanemmoria Baja Bhupathiroju	ACEPB4099N	CFORMPI
Kayoory Pradyumna Tirja	03074013	Director
Seshogei Tirukkovalluru	06715818	Director
Gopel Heddy Bleemreddy	06716560	Director
Thetalomi Uma Sangrethii	68120320	Director
Stramari Broapest Shinde	CXVPK1282N	Company Secretary



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6 M. Hashurudhans Reddy Registered Valuer

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ORTIN LABORATORIES LIMITED

We have carried out a financial maryis of the audited financial stanswarz for the year order. 11th December 2013 and the audited financial momentum for the year order 31th March 2018, OLL's performance-mainly deputs on sale of formulations and API intersociates. Total reversis for the fiscal year Doc 2018 was Rs. 12080.59 hikhs as compared in fiscal year March 1018. Total reverse for the fiscal year Month 2018 is Rs. 3107.52 hiths.

Cost of Sides is Rs.5558,76 lidds (79.87% of sides) in the year Dec 2018 as compared to In.5759.67 lidds in fiscal year Metch 2018 (77.89% of sides) and includes corn of ma-materials, cost of services, production utili

omed Affethilizative Expunses wele Ba. 1751. A5 laths (18.51% of solid) in year Dec 2018 companed to Bs. 1,400.64 ladis (1.50% of sales) in Year Murch 2018. Day include physics costs, investing and communication populate, ninghtype wellfare experience. General charges and other offsion melisterance expunses.

Employee Henrift Expenses were Rs. 238.14 likhn (2.38% of salan) for your Dec 10 lit or compared to Ro. 332.28 likhn (4.00% of salan) in your March 2018.

Operating profits (EBIDTA) of Rs. 197.04 hists (3.18% of takes) in the year Dec 2018 as compared to Rs. SSS.25 histor (7.22% of sales) in Year Misch 2018.

Dispectation & amortization in year Dec 2018 was Rs.131.03 labba (1.08% of sales) as compared in Rs. 108.55 labba (1.08% of sales) in year blanch 2018.

Finance charges in your Dic 2018 were 85, 271,75 fakts (1.92 % of sales) as compared to Rs. 148,66 lakts (4.30% of sales) in your Merch 2018.

The expenses include current increase tax, fringe baseful tax and deferred tax. For the year Data 2018, Providese for tax was 8x,300.49 index (0.67% of notes) as computed to Ra. 0.12 index in year March 2018.

Profit after Tax in year Dec 2018 in Ru. 46 20 on compared to Ru. 67.92 Jukhu (0.84%), of solut fections) in year March 2018.

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ORTIN LABORATORIES LIMITED

Strictly private and confidencial projections for the year ended 31° March 2019 to 31° March 2023for the both Projections of UNIT-L (Portuguistions Units) 2918-89 2019-28 2029-21 2022-22 2022-23 808.12 929.33 1.068.73 1,229.64 1,413.40 Fing Cost 408,10 499.31 539.71 623.67 7(3.77 exposures 36.37 41.82 48.09 55.31 63.60

3. Personnel expenses	68.69	78.99	50.84	104.67	120,14
4. Sales & Marketing Sup-	2.42	2.79	3.21	3.69	4.34
5. Adres. Expenses	48.41	45.47	53.44	61.45	79.67
6. Other Expenses	121.11	599.40	1/0.71	188.16	212.01
Total Expenditure	677.20	778.78	135.00	1,025:94	1.384.43
Profit before Bup, laterest & Tax	130.94	150.55	172.13	199.10	228.97
Depreciation	2154	21.54	21.54	21.54	21.54
Parafit before Interest & Yas.	109,38	129.02	151.60	177.57	207.43
Fleuture Cest	\$6.45	15.80	83.15	84,50	83.83
Profit before Taxation	22.92	43.21	66,44	93.07	123.58
Provision for taxation	6.88	12.96	19.93	27.92	37.67
Profit ofter Tax	16.05	39.25	45.51	65,15	86,51

Prejections of UNIT-II (API Intermediaries & Bulk Drug Musufacturing Unit):

					In Lakha)
	2018-19	2019-20	2020-21	2021-22	2022-33
Income	11,955.23	12,554.04	15,161.74	13,840.83	14,530.87
Expenditure	- 1 (- A	100	10000		100
1. Operating Cost	9,624.77	10,306.00	10,611.30	11,141.87	11,698.96
2. Direct Expenses	197.81	627.70	659,09	692,04	726.64
3. Personnel Exp	239,12	251.08	263.63	276.82	290.66
4. Sales & Marketing Exp	119.56	125.54	A 15	DIMAI	145.30
S. Admir. Expenses			(3) mil	10	0000

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or oxiger of Me. Vincet Laboratories by Latino to Corepan operating both delicion.

Consultation/places in Unit L and APERINGENESSAGES are in Unit II) unfar est upon New the both units no Receiving well and months accommends.

Considering the business apportunities and motion repulsation printings in the Patients indicates, the company rook intends to demange the both within and not under two appointments, it will give both quality executions the subject was maintain guidance consideration for its products. Accordingly we are new relating the Both state to demong two supposed conflicts.

Our Values

OLL advers to vectous procedure desires and controls to entare that the Product is of the engaged Quilty. This is by conquest Quille American Department which is not expept with the trans. Analysis Internets, OLL adversaries of the South States of Partmeropous Specifications for each stay from the storing of The Monte States Partmeropous Specifications for each stay from the storing of The Monte States Partmeropous Specifications for each stay from the storing of The Monte States Partmeropous Specifications for each stay for the States Partmeropous Specification of the States Partmeropous Partmeropous Partmeropous Partmeropous Partmeropous Pa

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To empre quality, see Quality Casted Department is well enalpyed with most seguidate authors described interaction densired, estoo-bladepart and rate-of-born interpretation for his do be the another interaction feed Collectionappeep, the CFF, FR, UV Sportspaceredes. Not Placeters, Danielson Apparata, Karl Feder Timere, Havridy Casted Orac, Grain, CH. Apparata, Marganta, Francisco, Placeters, Collectionappeer, April Collection, Collection of Collection Collections and Collection Collection Collection (Collection Collection). A proceedings of the Collection Collection



M Medhusudhana Reddy
 Registered Valuer

Verbattion Report, April 2019

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ORTIN LABORATORIES LIMITED

etin Laborotories Limited Strictly private and confidential

Financial information
The key financial terms of OLL for the year ended 31° December 2018 and 31° March
2018 are shown below.

Particulars	71,12.2018	% of Income	As-at 31.03.2018	% of locome
Gross Seles Rovenue	12069.59	100,006	8907.52	100.000
Cost of Sales	9666.76	79.835	3729.15	71.015
Employee herwrit expense	201.14	2.385	337.18	4.100
Marketing & Admin. Exp.	1757.67	14.51%	1430.84	17,650
EMOTA	397.84	3.285	585.25	7,223
Depreciation & Amontization	111.07	1.085	168.55	2.089
Pinanco Charges	231.73	1.928	39.66	4.300
PET	34.28	0.285	68.04	0.845
Tax Expreses	80.48	0.676	0.12	0.00
PAT	-46.20	4.388	67.92	0.840

Particulars	As at 31,12,2018	% of Assets	As at 31.03.2018	N of Assets
Source of Funds				
Share Copital	1654.04	53,10%	1694.04	52.875
Reserves & Sorphis	667.56	20,935	71).77	22.281
Lose Fands	190.89	3.98%	148.26	4615
Deferred tax	299.04	9.37%	352.92	7,891
Other Non Current Liabilities	338.61	10.61%	355.11	12.331
Total	3190.14	100.00%	3204.10	100.003
Application of Funds	- 700000			
Fixed Assets (net block)	2081.38	55.245	2003.40	62,530
Capital WIP	16.77	0.53%	40.21	1.250
linestments:	7.92	0.15%	7.84	1.20
Other Financial assets	104.81	3.298	99.28	3,109
Other Non Current assets	21.11	0.66%	11.91	0.379
Met Current Assets	958.15	30.03%	1041.46	32,50
Total	3190,14	100.0082	CC+8394.10	100,000
Source; Audited financial state	ments of OCI.	197	m W	

Registered Valuer

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Lin Laboratories Limi	ted		Strictly pr	ivate and co	nfidentia
	955.50	1,004,32	1,054.54	1,307:27	7,162.63
6. Other Expenses	119.56	125.54	131.82	138.41	145.33
Total Expenditure	11,687,32	11,240.19	12.852.20	13,454,81	14,369.58
Profit before Dep. Interest & Tax	298.91	113.85	329.54	246.02	343.33
Depondation (SLM)	109.50	100.50	109.50	109.50	109.50
Profit before Interest & Tox	189.41	204.35	220.05	236.52	253.62
Pinance Com	137.87	137.87	137.87	137.87	137.87
Profit before Taxasion	51.54	66.48	82.18	98,65	115,95
Provision for taxacton	33.40	38.78	44.43	90.96	56.59
Profit after Tax.	18.14	27.71	37.75	48,30	59.37

ORTIN LABORATORIES LIMITED

III. Voluntion Analysis

Valuation Methodology

Valuation of the enterprise or its regally shares in rot an exact solvence and alternately depends upon what it is worth to decide its unitor or begar who may be even proposed to proposed. This reservice may be exacted our using parently accepted methodologies, the relative emphasis of each often varying with the fastures such as:

- Specific name of the business,
 Lining and liquidity of the centry,
 Economic Ede cycle is which the infanty or the company is operating and
 Enter no which and companyle company information is available.

Eines un withit set compressed ecompact inferention is souitable.
 Bern walto of the exercise could say significantly depending page to the bash send, the specific occurrances and prediction legisters of the whole. In region of going the contraction of the country of the country of the country and appropriate or country and appropriate or open and on specific page. In contract, we have excluded used that of the contractive page and on a specific restrict, we have an injured weightings at these instancts of the traction of the country of the coun

Against to mass the NAV of UNET - I, we have used the Assisted function materials and provide the first the Year ended 34° Dec 2018. The value method made whit approved using the absorbables funds of Net Assess record by the housest or at 11° Dec 2018 in 26,2010.

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Rt. In Lichts Rt. In Lichts 1,523/28

1,523.28 0.08 2.08 6.33

(122.94) 7,470.60

1,108.95

ries Limited

Method I: Net Asset Value Method (NAV)

The discussing flows considered for attring the present volus of the fire each flows as the spain; it not of equity, slove the fire each flows to equity shandardines are estimated. The not of equity companies using the Capital Assets Pricking Model (CAPM) using the formal.

Bilds for rate of mant has been entreated on 10 year finders decreasing the analysis of, mainten index for the entern force feeding sinch market letters over a long term historical provide and hear coefficient in hand on ampetion sinch being tended in themps Sook foodwarps against the Securit feed hear layer. They are the above to when reveals set the discuss the layer of the layer of the feed in the above to when reveals set the discuss their feed layers.

The terminal value refers to the present value of the business on a girlag account back logism for period of projections up to preparate. This value is entirested taking lates business grown that is a ved crisisonal grown may not the insterty and conseaver. Board on the floor specific to the conquery or rescitivate! above, the fore each flow to the capity shausholder above residence of the internal value is it, 2019-23 (above.)

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ORTIN LABORATORIES LIMITED

rates as well estimated growth rates of the industry and coronary. Based on the factors specific to the company as mentioned above, the free each flow to the equity shareholders often exampleing all terminal value in the 781.9 laths.

siles crandroine all manutes team.

Extensip Partic
Ver low anapper weight in NAV & O.F. moleche to prive at the promage values of equityamous of the Unit and YOUT OIL Sectione growthe SSS Asset Value meined a weight of 27%
Very low of the prival produces the Debourant Cent from method as while I wides
I to consideration factor treatment potential, it is head on forement.

Value of Val

 Discounted Code flow enclosed
 9.25
 26.10
 7.27
 0.25
 2,427-81
 0.04-0

 Discounted Code flow enclosed
 8.75
 1.684.03
 1.086.02
 8.75
 0.05
 4.645.03

Value of the Resistance 1.00 1.075.38 1.00 1.257.21 81.31

Bond on our valuation of both Unit neaf on a contriberation of all the relevant flatton and retrostructures as discussed and cultical hierarchysts, any achieve because Carlotte the shareholder of 100 equity beams of the creation based of 100 equity based of 100 equity based of 100. The last of 100. The last of 100. The last of 100 equity based of forecasted of 100 equity of 100. The last of 100 equity of

13,22

No. of equity shares positionding Value per charg

The effective date of valuation is December 31, 2018.

The Standard of Value is "Fair Markot Value". As defined by Statement on for Valuation For Valuation

Berviese Sheed by the ROAAP, 'the For Market Value is the State of t

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189.73 (10.02 (18.07 93.94 90.64 Delta

votian Report, April 2019

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14.61

Ortin Laboratories Limited

Source: Provincend financial sou

Ks = rf + D(m; - rf) where Ke = Cost of Equity Hr = Blok Free Resent Rs = Market Price of Return and D(bits) = Measure of Market Blok

Particulars

to Cash Fleri

Discounting factor

Risk from rate of return

Beta Market rate of setum Cost of Dubs

Discouring Factor (Terminal Value) Terminal Value

13 M.Madhusudhene Reddy Registered Valuer

or Assets Minfand (NAV):

An extensive far under this approach is based on the sufficie financial storement of the basics as they be defined as Storensider! Finding the Nation Award Lye to District as the Taylor of the Nation Award Lye to District Award Award and Expending social sense to the Storens Nation Storensing Continues Tail surfaced large and the Nation Award and the Nation Award of the Institute, of the Taylor of the Nation Award of the Institute, of their rate facts that their or relation when have lower replacement out have. We have used the best and the Nation Award of the United

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unted Cash Flaw Method (DCF):

The DCT nutbed test the fature few cash favor of the damins discounted by the weighted average court of optical to antive in the process which. In present, the DCT nutbed is a strong and which accepted subsetties (seek us in accommon case only presented presented of the behavior, confusioning that it is measured as bound on those potential and in which succepted, we have included this approach in the valuable carepine.

Using the DCF analysis involves determining the hollowing:

Extincting frame free cital flavor.

Fire cash three are the expected to be graceted by the conquity that is available on all provides of the company is Capital-local debit and equity.

provides et us company 's Capital-Lett' delit and malel-dipropolate discount men in the applied in comb flows (x., the tour of emphol 'This discount men, which is applied to make to know, whealt inflient the apparently not in all the could provided in powerly about letters and Landon's Amelgital by frost relative constitutions in the test of public rite company. This approximation is not test of applied in the company. This approximation is not test of applied in the company. This approximation is not to explicit provided applied to the rest of flowers that open applied to enter of flowers the experience operate as some on other investments of emphasizations.

To the values on obtained from DCF analysis, the amount of lumns has to be adjusted to anthe as it is useful when available to the copility chambablers. The total value fire equity abstractions in these divided by the total number of copility chause in order 30 work out the value for equity charge of the company.

We have carried out the valuation analysis as described shows, hased on the Sunharostal assumption of gring sources for the learness under consideration. The catalled analysis and the assumptions much those purpose are given below.

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ORTIN LABORATORIES LIMITED

purious Assilysis: UNTI-II
pe parts carried not the valuation malyin as domitted above, board on the fundamentals of gisting execution for the business make consideration. The detailed with per assurptions made from purpose on given below:

to order to aussist the NAV of UNIT-II, we thuse used the Audited financial successes for the quetter enable 11° Dec 2018. The criticated valoe arrived lander this approach using the stambildines flush of Neis Amosts opened by the business as at 31° Dec 2018 is 8x3-877,42 light.

11 M Machisophica Anddy Registered Valuer

Method I: Net Asset Value Method (NAV)

PARTICULARS Total fixed assets
Capital work in program
Total fixed assets (Net)

Total burrowings Not worth - unadjusted NET ASSET VALUE per abuse (INR)
Soors: Audited Duracial statements of Upit II

Estimated Free Cosh Flaws:

For the purpose of valuation nurries from the financial year 2019 to 2023.



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1,683.83

27.56

TOPS) one jo secure te é below: Logisticos Report, April 2019

Total bosoverings
Net worth - nane[univel
Trace Configure Lindelities
Lass: Sist, superiors (grached)
NET ASSET VALUE
Source Audited fromted underects of UNIT-1 Method 2: Discounted Cash Flow Method (DCP)

PATICULARS
TOTAL Assens (Targillo and intensibility)
Copolitions in program
Total based and plong
Total based and plong
Total based and plong
Self-Coronal senses
Other Tananal states
Commet Assets
Viola Assets
Restrontings
Self-Coronal cases
Total Assets
Restrontings
Self-Coronal cases
Self-Coronal cases
Self-Coronal cases
Self-Coronal cases
Defensed and ASSETY
Total benomings

Followard Free Curb (News

For the purpose of valuation noticins, we have from the financial year 2019 to 2023.

CHI WATER Verter Con Report, April 2019

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Particulars-		Frejecia	lax on H	March	
	2019	2926	2021	2022	2023
Fire Cath Dow	29,01	15045	199,81	183.50	110.50
Yes	1	2	3	4	
Disclinese	8,8929	11,7972	0.7138	0.6355	0,5674
Provint Volume of Carlo Flows	26.60	129.10	E35.10		

Valuation contriputes

Discounting factor

The discretiful factor considered for anying the precent value of the free mals flavor to the epily is cont of equity, since the free cost flows in equity durationhars are estimated. Factor for equity compared using the Costal Assets Pricing Model (CAPM) using the formula:

list face me of return has been estimated as fit year helion Generators tood jield, market return is braced on the secun often in brists a tech market wisks some a being term placeted produce and bets corrificate in brased as correspond such done produce in braching, since Checking-agains to Source, for the lost year, Based on the short for larce worked our the discoun-flicate for the URF and \$5.00. The calculation of discounting faces are given before for the URF and \$5.00. The calculation of discounting faces are given before

Risk fine rate of rourn	\$30%
Bira	1.00
Market rate of resurs	12.00%
Cint of Debt	13,30%
Diseaseing Factor (terrainal Value)	0.56

Terminal Value

15 At Audhosothora Reddy Registered Valuer

ORTIN LABORATORIES LIMITED Andreteries Limited Strictly private and confidential

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 able toler
 Adding at sums length in an open and summittain markets,
 When within to make computation to tray or sed send
- gipen both have reconside impreledge of the relevant facts.

Premise of Value

The Promine of Value in "as a going concern".

Our opinion of Feir Market Veltor relies on a "value in use" or "going automn" premise, which commen that the Company is an engoing business exterprise with managers an operating in a national way with a goal of managing disant-bother value.

The valuation assumes that the Company will continue to operate as a going excitant, and that the character of its greach business will remain infant.

The language appearsh emiliates the value of the Company on the basis of its business of room and its ability to surve the sterard.

early. Valuation analysis and resists are also specific to the stear of this report. A review of this stear involves coordination of various feature including these impacted by revealing much, market resists in agricultural and infesting ventual in a resist, a stea, or acception results and option of the report in the resist of the region results and application around, which is contracted and results in the results of the region for the region of the region o

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ORTIN LABORATORIES LIMITED

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Strictly private and confidential general contraction, nothing the cross is one statism to effects that the manifest our travellely released / limited or world as after recording to evide the state of the sta

No irrealigation of the outqueien chies to the of cases has been made for the purpose of the vertex and the compariso chies to such rights has been caused to be valid. We consideration has been given in them or meaniness against the costs, beyond the lastest descriptions of the contract of the contrac

We have not conducted as provided as analysis or prepared a model for any name and have whally refind on information provided by the composites in that supposit.

shifty to only Board of Directors of O.L. which ha

CX. M Madfracephine

Registered Walter

Reg. No. HIRI JPV/05/2019/10904

ORTIN LABORATORIES LIMITED

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IV. Conclusive

Standard (Definition) of Value:

M. MADHUSUDHANA REDDY. REALLING, for FAMILA Insplicency Professional Bit Registered Value Bits Buda Inserting in Backungsy Cash 2010 von 1911.) General Francisch Ing. Na. Billing 1910-1917 (1914) 27. - May Invitation of Transichal Ing. Na. Billing 1917-1919 (1917) 1914 - May Invitation of Transichal Section 1917 (1918) 1915 - May Invitation of Transichal Section 1918 (1918) 1916 (1

Listing Department, National Stock Exchange of India Ltd/BSE Limited.

Sub: Valuation Report of M/s. Order Laboratories Limited (OLL) This has reference in the shall otherine armagement De-energies (first with stud-cechaigns in the case of M/s. Ortis Leberatoins Liesked (OLL), we hereaftly po-valuation report weekings, relative fair morket value per share and fair each new the followings.

Computation of Fair Shore Exchange Roller

Valuation approach	Formulation div	IL- tief) amount	Permulation dis	locona (Unit -E
	Vidue per share	Weight	Velue per shore	Weight
Net Assets Value: renthed	0.09	23%	LW.	28%
Discounced Cash Flow surrised	13.13	75%	7.72	75%
Warker Approach	1	-		
Relative Value per sbare	13,22	100%	14.61	100%
Exchange Ratio		48	62	

Market approach is not applicable sait is enhance for De-peoper, of the company cash be bifurnised insteem the Data-A & Unit. II.
 Detailed Valuation Report under Point III has specified Valuation and Analysis.



G-9, Armetha VIII, Cop. Tasheda Hoopini, Rajkharan Road, Semajigada, Hydembad - 500002 Panar San Thi 1889A, Mobile: 491 59481773555, E-mail: mescedifrisalignad over

Annexure-11

QUINTESSENCE ENTERPRISES PVT. LTD.



ORTIN LABORATORIES LIMITED



USFL Scraed in 1949, in a Catagory I, Meetined Readory, Company, Sucrel in Mylarythad, Telergopa, Carloy do organized either and Carpinete office at 64-24271 July 2020, 25 Facey, Gellen Seens Agazzanetta, Extrascuid Saling, Martinian 2009 (Ed. Prince: USE).

- Provettees of both Units of the Company turbulary goals is large account. Indexes when and each flow analysis for the Transist years ending March 21, 2019 to 2023.

(1 thros Laboroussies Nachol ("Newsign) financy (") one originals histoprossis, an pinish fished diespayer, the name and spice ("pinis Laboroussies Finance Lander" in 2014 days of Universe; 1996 scales the premisers of the Companies Act. 1996 ont indexequately converted into a Public Lander Company and the world "periods" was deleted from the measured the Company on 219" (among, 1996). The



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ORTIN LABORATORIES LIMITED



Engineerd O'O'Lour d'in compange lucinate de III. No. E.L. 512/19 (18/10/17) O'Pyr.

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ORTIN LABORATORIES LIMITED

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Scheme is presented under Sections 230 to 232 result with Section 16 of the parks: Art, 2013 for mention by way of Demorphs of the AFI Unermodises has of the Demorph Company (Sefferal on demorphis undertaking) of the regular Company is a pure concern to the Demothing Company, and upportunit retrinations of the share signal.



ORTIN LABORATORIES LIMITED



- (i) The manufer and moding of the decompil undertaking of the Dorwegel Company to the Southing Company through this Schame is with a vitue in satisfy the scenario value of both the Companion.



ORTIN LABORATORIES LIMITED





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ORTIN LABORATORIES LIMITED



- 6. This report is intended only for the sole use and information of the companies short-bolders only in connection with the Denotager and soliding the the pe of abunding publical and regulatory approved for the term.

- We have no requestfully to update this report for avents and sto occurring after the date of this report.



ORTIN LABORATORIES LIMITED



It may further be noted that in an insymmetric oball for baldity of Quadrature Europeius Private Limited (QEPL), its discense or employees related to the service psycholar in connection with this value analysis, exceed the among public as no sea law like the splotter.

We tright approxima the co-operative and support received by as if one you recommend their during proposal two of the said Patronia Opinion Report

Years taintely by

Novampe Champha Isasapa Oschro Tarothe Director Updrabad 2810-2019

ORTIN LABORATORIES LIMITED

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Annexure-12 358

Exit Clientalius, belief regarding

on receipt of Ordf Scheme of Developer of Ordn Laboratoriae Limited into Visited Laboratoriae field as required unitor SEE Classias No. GFODDLSORGO/CRDS select Macro 19, 2017, ISEE select-dated Line 19, 2019 that item sale green to Grouping commentation or the class scheme.

- "The extense stad disclose the proposal of mulassification of promotine in detail and obtain whereholder approval for the same in terms of the principles of LODI regulations."
- "Company shall arrains that additional information. If any, submitted by the 'Company, after thing the submer with the shallot exclosing, four the debt of receipt of this latter is displayed on the website of the first or company."
- "Company is addited that the conservations of BEDSONCE Exchanges shall be incorporated in the profiles to see fixed before Sistema Company Law Tribunal (MCL.T) and the company is colleged to bring the Conservations to the ratics of MCL.T."



1/11

The variety of this "Observation Letter" shall be six manths from Jane 20, 2019, within which the soluble submitted to NCLT.

P.S. Checkliss for all the Pariber Issuer is available on website of the exchange at the following URL http://www.nodouble.com/corporated/popul/flutfor/store/lens/

O NSE

Rigendin Bloods Manager



- To disciple all the extend information dated. Veref. Letrophisms Update on a surface to because on to make the same code, or addition to the conditionable flash, specified in Using According to disciplinary when the interference.
- The shares slighted pursuant to the Scheper shat contain his lot to the little being the drop perfectables in given by the disappeared shock another po-
- "There shall be no change in this shoreholding pattern of Vinest Laborabodes Direlant onlywes the except date and the balany which may affect that approved." Further you are also extract to terrigition currents of this letter to the colors of pure statestables, on this year to profession for approval of the witness of

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The Culturage experies its stipl in withhin to No advance observation of any olage 8 for infrared accumulation of the European Count to be increasible increased. Principles of the or for any melticureties of Pulse, Sporters and Population of the histories, Listing Agreement, Collection Section 1, and Application of the history and principles of the pri





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O NSE

-25-

National Stock Exchange Of India Limited Ref. NSE/LIST(1960_)

The Company Sections (Original aboratories Limited) (C. Nr. 344-51278) (434-847), Opp. Burkaipera Park, Borkaipera Telangana - 500027

BMQR

Discretation Letter for Schowe of Arrangement in the matter of the Marger and Transfer of Marged Undertaking between Ortha Laboratories Limited and Vincet Laboratories Limited and stellar of good up equity share capital of Ortha Laboratories Limited and their respective phalates and creditors:

Based on our later reference to Ref. NSELIST/1962 substituted as SEBI and pursuant to SUBI Circular. No. CEDOIL-ECR-2017/21 doubt March 16, 2017 ("Circular"), SEBI vide letter dated Jane 16, 2019, has given fellowing conservance.

- 4. The Company shall entere that the Schools shall shadow the proposal of to-chariffication of pronounce to detail and shado shareholder against for the same in terms of the position of EXIDS Regulation.
- A. The Company shall assume that additional information. If any, intentival in the Company, after fifting the Schrae with the North Eucharge and from the date of the receipt of this Sente is displayed on the software of the lateral company.
- The Company shall did comply with various provinges of the Circular
- 4 The Company is adulted that the observations of SERINScool: Resistances shall be incorporated in the pathins as the filled lighter National Company Con-Tributed (NEXT) and the company is obliged to bring the determinents in the resistancy (NEXT).

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ORTIN LABORATORIES LIMITED

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Name of parquirits forwarded to 7000 To Total Humber of complaints by reverse reverse (1) Number of companies resched

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ONSE SECTIONS

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Request you to like the engineer into again.

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ORTIN LABORATORIES LIMITED





SSS Louiset P.J. Towers, Oxiol Street Humbal — 400001

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Registerense) Registerion, 2010 odniesen Omn Latinoblones Listind and Wiser Latinoblose
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Company: Separ ander Regulates 37 of SSS placing Completes and Decisions Proportional Regulation 2010 total with 22th County color March 15, 2017 (comparisons CHURLICHECO)

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ORTIN LABORATORIES LIMITED

Condom Veritata Ramano, Goddism Veritata Bama, Allud Banga Raju, Allud Panhalarar Raju, Allud Ramina Marini, Valunu vara Prassida Rau, A. Sivinsa Raju, B. Satya Razyana Raju, P. Kishore Raju, P. Veritasa Rahama Raju, R. Murali Mahana era the promoters of Verest Laboratories Limited Forst the Scheme becoming effective, the existing promoters of All Intermediates School (Delli II) of Calaboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories United (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would become the promoters of Vineet Laboratories Limited (Demarged Company) would be the Vineet Laboratories Limited (Demarged Company) would be the Vineet Laboratories Limited (Demarged Company) would be the Vineet Laboratories (Dem

Mr. M. Madhusudhana Reddy., Registered Valuer having Reg No. IBBU/RV/05/2019/10954 has submitted his report dated 13.04.2019 and recommended a fair Equity Share Exchange Ratio as

increases. This could be experiently related securities involve a degree of nix and inventors should not inventor a food unless than the part of the late of being their inventors. Seventhellars are considered as much facilities carefully lateral testing are inventored exclusion carefully lateral testing are inventored exclusion, sharthvolders must ray to after one extension to the some facilities and the sound to the sound the sound to the sou

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SCHEME DETAILS AND LISTING

The salient features of the Scheme are as follows:

Business, undertakings, properties, investments and liabilities of whotoover nature and kind a where so ever shasted, in relation to the API intermediates Division (Unit 1) of Orins Laboration Limited (Demegad Canopany), is proposed to be indemegad, pursuant to Sections 230 and 232 re with section 66 of the Companies ACI, 2013, and/or any other applicable laws and transferred Voicet Laborations Limited.

- (e) all the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger. On the effectiveness of the Scheme and in condensation of the transfer and vesting of the API remediates Display (but it) of Ontil Laboratories Limited (Demerged Company) into Vineet conscious Limited (Bending Company)/pursuant to provisions of the Scheme, Vineet Laboratories inted shall, lose and allot to each Javatorioder of Orice Laboratories Limited, whose same is could not be Register of themselves and records of the Despitotry as Manner's Often Laboratories of the Register of Members and records of the Despitotry as Manner's Often Laboratories and the Register of the Despitotry as Manner's Often Laboratories (in the Register of Members and records of the Despitotry as Manner's Often Laboratories (in the Register of the Despitotry as Manner's Often Laboratories (in the Register of the Despitotry as Manner's Often Laboratories (in the Register of the Register) (in the Registe ted, 52 (fffy Two) Equity Share of Rs. 10 (Rupees Ten) each of Vineet Laboratories Limited Issued dized as fully paid up for every 100 Equity Share of Rs 10 (Rupees Ten) each held by such eholder in Ortin Laboratories Limited.

The Scheme is subject to the approvals and sanctions as mentioned in the Scheme

ne Equity Shares so issued by Vineet Laboratories Limited along with its existing paid ted on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation

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ORTIN LABORATORIES LIMITED

The resultance company a engage on a (1000) statistic times of outsides animally.

(I). Formalisation of design, and (I). All histermediates

The rathers of risk and return involved in the business of API intermediates Division is distinct from the
Formalisation Division. Hence, transfer of API intermediates Division would enable both the devision

to in and operate their devisioned results of API intermediates Division would enable tool the devision

on an and operate their devision would be devision would be a non-see profusially addressed to a result of outside and one of the devision of the other and of outside profusion of the other and of overlapped company and as the Demininged Company and and an advantage of the Demininged Company and the Demininged Compan

OBJECT OF THE ISSUE OBJECT OF THE SSUE

This Abridged Prospectus is pursuant to afforementioned SSIE Circular in connection with Scheme of
Arrangement between Ordin Laboratories Limited and Viseet Laboratories, limited whereby it is
proposed to desiring the APP intermediates Division of Ordin Laboratories Limited to Viseet
Laboratories Limited.

The Demerged Company is engaged in 2 (two) distinct lines of bu



The percentage of shareholding of post-scheme public shareholders and i (CiUs) of the listed entity and Vineet Laboratories Limited shall not be less INDICATIVE TIMELINE

This Disclosure Document is filed pursuant to afforementioned SEBI Circular and is not an offer to the public, Given that the 5cheme requires approvals of various regulatory authorities, including and primarily, the Hori'lde National Company Law Tribunal, the exact time frame cannot be established with certainty.

COMPANY'S ABSOLUTE RESPONSIBILITY

COMPANY SEASOUTH REPOSITIONS INVESTIGATION OF THE COMPANY SEASOUTH REPOSITIONS OF THE COMPANY AND A SEASOUTH REPOSITIONS OF THE COMPANY OF TH

Name of Merchant Banker and contact details	Name of Statutory auditor and contact details
CIL SECURTIES LIMITED MERCHANT BANKER Address: 214, Raghava Ratna Towers, Chirag Ali Lane, Ablds, Hyderabad — 500001, Telangana Tel:040-23103155 / 21202465 Telimila: advioss/gloidecurities.com Website: www.citecurities.com	STATUTORY AUDITORS OF THE COMPANY M/s, M M Reddy & Co. Chartered Accountants, M M R Ibon Copy, 4th Floor, HSR Edns, Beside Cream Stone, Road No.2, Banjara Hills, Hyderabad -500 034. Tel: 040 40272617 Email did: mmreddyandco@gmail.com FRN: 0103715



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ORTIN LABORATORIES LIMITED

(ii) The soft inverter of Undertaking avoids provide general flexibility and visibility on the operational and flexibility performance of both the divisions and visual provide higher degree of independence as well as accountability.

	SHAREHOLDING PATTS				
	SHAREHOLDING PATTS	EN OF PEON	CUCKS OF AN	DET LABORATORIES I	THETTO
St. Bi	Name of the proyecter	prior to the Decorate		post solvene la effective	norma
		No. of Equity Shares	*	No. of Equity Shares	*
1	Setyonerayeneness Shapathiroju	30000	7.51	212917	1.1
2.	A. Srintves Rago	34650	E.44	238819	2.5
1	A Flange Rige	34650	2.44	182093	1.0
4	A Przbłożar Yajo	36400	1.00	357205	3.6
5	ANSPAIL	36400	8.18	204521	3.2
6	Vestiets formens Goldram	51600	12.50	477172	3.3
1	A Americal experience	Post of	+	165891	1.8
8.	Verkere Rema Goddine	91400	12.64	ANGREE	AR
9	Gedden Stirivess Rad	-	1	16284	8.3
10	Goddan: Baligi	+.	-	1699	0.1
11	V. Vengrende Rio	51400	12.54	162083	13
12	K, Mathitatus	50000	12.20	10000	0.5
13	P. Klahare Raju	16750	4.00	16290	9,1
14	P. Venkuta Krishnum Baja	16750	4.00	16750	9.1
	Total	410000	300	2672865	29.9



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ORTIN LABORATORIES LIMITED

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Other Financial assets		_
Other current- assets	41.07.726	41.05.700
Total	41,07,726	
	OF PROFIT AND LOSS ACC	41,74,780
JUNIMART STATEMENT	OF PROFIT AND LOSS ACC	DUNT (Amount in Rs.)
Particulars	For the Period Ended on 30.09.2019 - UN AUDITED	For the year ended 31.03.2019 -AUDITED
INCOME		
Revenue from Operation		
Other Income		
TOTAL		
EXPENDITURE		
Employee benefit expenses		
Depreciation and amortization		
Other expenses		
Total		
Profit Before tax		
Less: Tax expenses		
current Tax		
Deferred Tax		
Profit/ Loss after tax		
Earning per Equity shares In Rs.)		
Basic		
Diluted		

		(Amount in Rs.)
PARTICULARS	For the Period Ended on 30.09.2019 - UN AUDITED	For the year ended 31.03.2019 -AUDITED
Total Income From Operations	-	
Net Profit / (Loss) before tax and extra ordinary items		
Net Profit / (Loss) after tax and extra ordinary Items		
Equity Share Capital	4100000	4100000
Reserves and Surplus		
Net Worth	4100000	4100000
Basic Earnings Per Share (in INR)		
Diluted Earnings Per Share (in INR)		
Return on Networth (%)		
Net Asset Value Per Share (in INR)	10	10

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ORTIN LABORATORIES LIMITED

INTERNAL RISK FACTORS The Scheme is subject to approval of in Ahmenbalen, sundry Orefilms of Orris Laboratories United by Sanction by Horribe National Company Law Tolawal, Hydershade Beech in accordant with section 20-20 orea with section 60 of Companies Au, 2012 (III) principles and approval of stock exchange, for Sinting of trading of Foulty Shares, in case any of these approvals or sanctions are not exceed, the Scheme and not be approved. SUMMARY OF OUTSTANDING LITIGATONS, CLAIMS AND REGULATORY ACTION All Total number of UNISA/RUNNE LITHATUNE, CLAIMS AND REQULATIONS ACTION Total number of customating litigations against the company and amount involved 1. NI Bind details of top 5 material outstanding litigations against the Company and amount involved 3NI C Regulatory Action, I any "disciplinary action takes by SEII or Spock Octubers against the Promoterie in last 5 financial years including outstanding action, if any NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters: NI D Bind details of outstanding orininal proceedings against thronosters NI D Bind D Bi We hearly disclare that all the relevant provision for the Companies Act, 1956, the Companies Act 2023 and the guideline/representation issued by the Secotimes and therape Board all one; a small-base of some confidence fragments and the three Secotimes and the shape Board all one; a small-base of some complete all the shape board and some complete all the shape Board and some complete all the shape Board and some shape Board and the shape Board and the shape Board and the shape Board and the shape Board and Boa Dated: 14.01.2020 Place: Hyderabad

PROMOTERS OF VINCET LABORATORIES LIBERTON

Mr. Gaddan Venkata Ramana is a Master of Science in chemistry. His post qualification experience in over 30 years and has been in the fields of Pissuce, accounts, seretestral and general management his is presently functioning as the Joint Managing Director of Ortin Laboratories Limited.

Mr. Alluri Ranga Raju is an ITI. His post qualification experience is over 20 years fields of accounts and general management. He is presently working in Ortin Labo

Mr. P. Kishore Raju is Inter Pass. His post qualification experience is over 15 year fields of Finance, accounts, Taxation and Treasury Management. He is self-emple

Mr. P. Venkata Krishnam Raju a SSC. His post qualification experience is over 20 years and has be in the fields of Finance, accounts, secretarial and general management. He is self- employed.



ORTIN LABORATORIES LIMITED

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Ситерну	No. of shares	% paid up capital after domarger
Practiculars	26,72,865	23.56
Public	45,46,143	76.01
Tetal	52,12,000	100,00

	52,10,000	100.00
	WANGALS STATEMONTS	
Statement of	Assets and Liabilities (Amo	per to fa.)
Particulars	For the Puriod Ended on 10.09.2019 - UN AUDITED	For the year erades 35.25.2019 -AUDITED
EQUATY AND HABILITIES	-	
Squity		
Egotty Share Casital	41.00.000	41.00.000
Dither Equity		
Date Application minery peralling allocount		-
Nove Current (Asbilities		
Long Term Liabilities		
Long Tarret Provision		
Current Uabilities		
Short term Burntwings		
Short Serve Presentations	*	
Trople Payables	\$1,540	74.280
Other Danish Lighting		1
Total	41,51,550	41,74,780
Adocto		
Non-cament Assatz	+ C	
Property, plant and equipment	100	
Non-ouvert tax asset		
Carrent Assets	19	
inventories	+	
diseasest	-	
Trade Receivables	1	4
Costs and Cash Equivalents	43.864	60,000
0.00	1	

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ORTIN LABORATORIES LIMITED

Annexure-15



ORATORIES LIMITED

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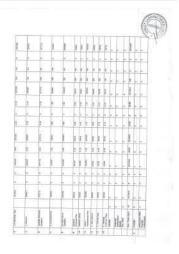
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ORTIN LABORATORIES LIMITED

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PROXY FORM

CIN No. Name of the Company Registered Office

L24110TG1986PLC006885 Ortin Laboratories Limited D. No: 3-4-512/35 (43/4RT), Opp. Barkatpura Park, Barkatpura Hyderabad-500027, Telangana, India

I/we, the undersigned Sundry Creditor of the above Company do hereby appoint

; or failing him

Signature:

as my/our proxy, to act for melies at the Tribunal convened meeting of the Su Creditors of Ortin Laboratoriae Limited (Demenged Company) to be fixed Verlensday, the 26th day of Fehruany, 2003 at 1030 at m £8113/W1 Helel Min Banquist, Kothapet, Hyderabad-500035, Talanqana India, for the purpos Comisidering and if thoughtfit, approxim, with or without modification(s) the propositions of Arrangement between Ortin Laboratoriae Limited (Peemerged Company Transferor Company) and Winet Laboratoriae Limited (Resulting Compan Transferee Company) and wheel respective Shareholders and Creditors ("Scher and at such meeting and any adjournment thereof, to vote, for melus and my name (herein, if for insert "for", if against, ir "avanist").

ORTIN LABORATORIES LIMITED

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Date Signature

- The proxy form duly filled in and signed by the sundry creditor(s) across the revenue stamp should reach the Company's Registered Office at D. No: 3-4-51/235 (43/4RT), Opp: Barkapura Park, Barkapura Parkapura Parka
- Corporate sundry creditors intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

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ORTIN LABORATORIES LIMITED

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ORTIN LABORATORIES LIMITED

BERORE THE HONELE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD

IN THE MANCH CALAN DE 2023/2049/1022/2013

IN THE MATCH COMPANY LAW TRIBUNAL
STER OF SECTIONS 230 TO 223 READ WITH SECTION 66 AND ALL OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

IN THE MATTER OF SCHEME OF ARRANGEMENT
OF ORTHOLOGIST OF THE COMPANY COM

ratories Limited, a Company incorporated under the Companies Act, kt: L24110TG1986PLC00885 and having its Registered Office at D. N. KTI, Opp: Barkstpure Park, Barkstpure Hydresdad-50027, Telangana, by its Managing Director, Mr. S. Murali Krishna Murthy (DIN: 90540532) absindia.com, Pis 3440047800.

....Applicant Company / Demerged Company/Tra

HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE SUNDRY CREDITORS OF THE COMPANY TO BE HELD ON28"DAY OF FEBRUARY 2020

ATTENDANCE SLIP

Whe hentby record mylour presence at the Tribunal convened meiling of the Sundry Creditors of Ortin Laboratories: Limited (Demerged Company) had on Wednesday, the 26°day of February, 2020, at 10:30a.m. at 8±113/M1, Hotel Minerva Banquets, Kofhapet, Hyderabad-50005, Telangan, India, for the purpose of considering and, if flought fit, approving, with or without modification(s) the proposed Scheme of Arrangement between Ortin Laboratories Limited (Demerged Company or Transferce Company) and Niert Laboratories Limited (Resulting Company or Transferce Company) and their respective Shareholders and Cordina's "Scheme").

- a. Sundry Creditor / Proxy can attend the meeting. No minors would be allowed at the meeting.
- Surdry Creditor / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

ORTIN LABORATORIES LIMITED

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ROUTE MAP



