



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 first and tronger in the scheme or by any authorities to that was view for giving effect to the Scheme, as may be deemed fread propried.

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 Thouat. 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 certifications and company in the company is an international content of the company is at least certificational content.
- 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)

SI. No.	Contents	Page No.
1.	Notice of the Tribunal Convened Meeting of the Sundry Creditors of the Company.	3-8
2.	Explanatory statement under Section 102 read with sections 230 to 232 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.	9-41
3.	Scheme of Arrangement of Orlin Laboratories Limited (Demerged Company) or Transferor Company) and Vineet Laboratories Limited (Resulting Company or Transferee Company) and their respective Shareholders and Creditors – Annexure 1.	42-70
4.	Order dated 6"day of January, 2020, passed in Company Application bearing no. C.A. (CAA) NO.230'230'HDB/2019,bythe Hyderabad Bench of the Hon'ble National Company Law Tribunal – Annexure 2.	71-79
5.	Report adopted by the Board of Directors of the Demerged Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders—Annexure 3.	80-83
6.	Report adopted by the Board of Directors of the Resulting Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders—Annexure 4.	84-87
7.	Audited Financial Statement of Demerged Company as on 31.03.2019 - Annexure 5.	88-132
8.	Supplementary Unaudited Financial Statement of DemergedCompany for the period ended on 30.09.2019 – Annexure 6.	133-136
9.	Audited Financial Statement of Resulting Company as on 31.03.2019 - Annexure 7.	137-145
10.	Supplementary Unaudited Financial Statement of Resulting Company for the period ended on 30.09.2019 – Annexure 8.	146-149
11.	Certificates issued by the Chartered Accountant confirming the Accounting Treatment proposed in the Scheme-Annexure 9.	150-152
12.	A copy of the Valuation Report issued by the Registered Valuer - Annexure 10.	153-171
13.	A copy of the Fairness Opinion Certificate issued by Merchant Banker - Annexure 11.	172-179
14.	A copy of the Observation Letters issued by BSE and NSE- Annexure 12.	180-183
15.	Complaints Report submitted by Ortin Laboratories Limited to BSE Limited and National Stock Exchange of India Limited – Annexure 13.	184-187
16.	Abridged Prospectus of Vineet Laboratories Limited - Annexure 14.	188-197
17.	Pre and post shareholding pattern of the demerged and resulting company- Annexure 15.	198-230
18.	Form of Proxy.	231-232
19.	Attendance Slip.	233
20.	Route map of the venue of the Meeting.	234

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 process of the proxy their 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 proprietorship.
- 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 teneral to in the accompanying Explanatory Seamlers 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

Ortin Laboratories Limited, a Company incorporated under the Companies Act, 1956, bearing CIN: 124110TG1989PLC006885 and having its Registered Office at D. No: 34-51235 (434RT), Opp: Barkatpura Park, Barkatpura Hyderabad-00027, Telangan, India, represented by its Managing Director, Mr. S. Murall Krishna Murthy (DIN: 09540632) email: info@ortinlabsindia.com, Ph: 9440047800.

....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/Demerged
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/A1, Hotel Minerva Banques, Kohapet, Hyderabad-500035, Telalogano, of the Sundry Creditors of Ortin Laboratories Limited (Transferor Company) for the purpose of considering, and if thoughtff, approving with or without modification, the Scheme of Arrangement of Ortin Laboratories Limited (Demergad Company or Transferor Company) and Vinert Laboratories Limited (Resulting Company or Transferor Company) and Vinert Laboratories Limited (Resulting Company) or Transferor Company and West Laboratories Limited (Scheme), by assaing 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 hereby given that a meeting of the Sundry Creditors of Ordin Laboratories Limited (Demerged Company) will be held on Wednesday, the 26° day of February, 2020, at 10.30 a.m. at 3-173/41, Hotel Minrey Banquets, Kontapet, Hyderada-500013, Telangana at which date, time and place the Sundry Creditorsof the Company are requested to alternal and vote.

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.

B. V. Ram Naresh Kumar
Dated this the 20°day of January, 2020
Hyderabad

CHAIRPERSON - Tribunal Convened
Meeting of Soundry 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) OX20230H082019, a meeting of the Sundy Creditors the Demanged OX20230H082019, and the Sundy Conditional Company of Cardiocompany of Transferor Company and Vineet Laboratories Limited (Demanged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company or Transferor Company) and Vineet Laboratories Limited (Penerged Company or Transferor Company or Transfero

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 Strutifizer for convening the said measine.

ORTIN LABORATORIES LIMITED

10

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

13

ORTIN LABORATORIES LIMITED

24.	Venkata Rama Gaddam	Promoter	#4/26,Behar Sahara Estates, LB Nagar Hayathnagar, Mansoorabed, 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, Nallaki 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 PeerzadigudaMedipalilRangareddi Hyderabad 500098, Telangana	

Dire	Directors of the Company held on 15.05.2019:				
SI. No.	Name of the Directors	In Favor	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	

- Infloature Unite datageties

 The Denerged Company hask (Four) secured creditors amounting to Rs.
 18.24.35.4754 (Rupese Epitheen CoresTreenty four Laikts thirty five thousand four hundred and Seventy File entry) as on 300.62019 Secured Constituting more than 60% of the total amount due has given its consent to the Scheme stalling 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 COMPANIES

- 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, Andriar Paridesh and Telangana. The PAN of the Company is ARCV6698P. The ISIN of the Company is INESOSY011010 (Hereinather referred to as the Transferee 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 but 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:

ORTIN LABORATORIES LIMITED

11

- 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: 539267 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: ORTINIABSS.
- 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. BalajiVenkateswarulu	Promoter/ Whole time Director	1-8-182/B Chikkadpally Musheerabad Hyderabad 500020, Telengana
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

14

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 LakhsElevenThousandOneHundred 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 "Intibunal convened meeting of the equity shareholders of the Demergad Company for obtaining their approval to the Scheme of Arrangement.
- 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 Formulations. 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 and the consequential advantages the howded resure are, interesting, 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

ORTIN LABORATORIES LIMITED

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 Mathali	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

ORTIN LABORATORIES LIMITED

12

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,Jaiswi street, Keshav Memorial College, Narayanaguda,Himayatnagar Hyderabad 500029, Telangana
11.	S Krishna Karthik	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
12.	S Satya Praveen Kumar	Promoter	1-8-182/B ChikkadpallyMusheerabad Hyderabad 500020, Telangana
13.	S. Nagajyothi	Promoter	3-5-1083,Fist no.406,Sri Tarajeet Residency,Jaiswa street, 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, GhafkesarMedipalli 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 / 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 500068 Telangana
23.	A Anantalakshmi	Promoter	H/o. 6 - 111 / 3, S - 201, Shankar Nagar , Peerzadiguda , Ghatkesar Mandal , Medipally Post Hyderabad - 500098

ORTIN LABORATORIES LIMITED

15

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 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. 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 Vineat Liboratorise 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 Director of the 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, 1958 under CIN: L24110TG1986PLC00885 and having registered office at D. No: 3-4-51236 (43/4RT), Opp: Barkatpura Park, Barkatpura, Hyderabad – 500027, Telangana, India, Telangana.

"Demerged Undertaking" means and include

- all the business, undertaking, properties, investments and liabilities of whatsoever instance and kind and wherescener situated, of the Demerged concern basis as are related to the Unit Illicated at (5), No. 300, Malkapur Village, Choutuppal 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 the API Intermediates Division and approvals of whatsoever nature (including but not intelled to benefits of all tax holders), tax reliaf including under the incorner Tax Act, accumulated tax losses, unabsorbed depreciation, etc.) and wheresoever situated, bedonging to or in the ownership, power or possession or control of or vested in or gran
- (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 Demmagk company in elabelities to the AFI Intermediates Division and all other debts, liabilities, duties, and obligations of the Demmagked Company relating to the Demmagked 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

19

ORTIN LABORATORIES LIMITED

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

SI. No	Name of the promoter	Pre scheme Shares	%	Post scheme shares	%			
GRO	GROUP 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	UP 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 2832647	24.43			
	Grand Total (I+II)	5901366	34.84	2032647	34.04			

22

ORTIN LABORATORIES LIMITED

- 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 hard the present of the resulting Company to the offered the resulting Company to the other stands of the same of the respective books to record the afforest of the resulting Company to the offered the resulting Company to the other stands of the resulting Company to the contract of the same of the respective books to record the afforest of the resulting Company to the present the respective books to record the properties books to record the resulting Company to the properties books to record the contract of the same of the respective books to record the properties books to record the contract of the same of the respective books to record the properties books to record the contract of the same of the respective books to record the contract of the same of the respective books and the sa
- 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

ORTIN LABORATORIES LIMITED

- (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 or dasels transfered 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 company incorporated under the provisions of the Companies Act, 2013 under CIN: U24304TC2016PC.112888 and having registered office at 51/N ol. 11A3, Saheb Nagar, KurduVill, ChiritalKunta, EshwarammaNilayam, L B Nagar, Hyderabad Telangama—Soula

20

ORTIN LABORATORIES LIMITED

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 Company)

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

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

The breakup of the promoter's shareholding covering both the pre and podemerger 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. VenkataKrishnam Raju	No	Yes	16750	4.09	16750	0.18
Tota				410000	100	2672865	28.9

23

ORTIN LABORATORIES LIMITED

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 standard 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 Resul

- 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

ORTIN LABORATORIES LIMITED

"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:

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

21

ORTIN LABORATORIES LIMITED

*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 Lind (resulting company) who are also existing promoters in Group Left Offen Laborator (resulting company) will be the 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 company):

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.

24

ORTIN LABORATORIES LIMITED

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 leans, advances and other facilities sanctioned to Demerged Company in relation to the Demerged Undertaking by its bankers and financial institutions prior to the Appointed Dale, 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 as another death of the said loans and advances are drawn and utilised as another death of the said loans and advances and other facilities and company in relation to the Demerged Undertaking (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 company and all 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 eil the acts and excels 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 to and condition of the liability transferred to the Resulting company is modified virtue of this Scheme except to the extent that such amendment is required 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 tay in the reduced the Company of the Com
- 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 reside proceedfel after deduction of expenses nournet) to the
 shareholders / beneficial 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

ORTIN LABORATORIES LIMITED

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 NCL the theore the size and adolement of shares. It shall also, if and to SEBI, Reserve Bank of India and other appropriate authorities concerned for sizes used additionants 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 result in the resulting Company in the resulting Company in the result
- 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

ORTIN LABORATORIES LIMITED

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

ORTIN LABORATORIES LIMITED

"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

ORTIN LABORATORIES LIMITED

- 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 provides of the Clause of the Shares above, after considering the debt shows a face of the Shares and the shares are considered to General Reserve of Resulting Company. The shortfall, if any, shall be debted 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,

ORTIN LABORATORIES LIMITED

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		emerger	Post Demerger		
Authorised Capital	No. of Shares	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		emerger	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

Umerged 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 the Act and rules formed thereunder) have any material interests, financial or the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Demerged Company or Resulting Company and or to the extent, the said directors are common directors of the Demerged Company or Resulting in Resulting Company and resulting Company and resulting Company are holding more than two percent of the paid-up share capital of Resulting Company and with their relativespersons acting in control with them. The "Key Managerial Personnel" in charge of their respective undertakings in the demerged company will continue to serve in their respective arrangement.

ORTIN LABORATORIES LIMITED

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 Shares in the Company who shall hold the New Equity Shares in the Shares in the Company that the Company that the Company that the Company the shall sell the Scheme by the Tribural jat such 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 the company that the Company the company that the Company that the company can be company to the Company that the case the number of such shares to be allotted to the Director/officer shall sell the Resulting Company to such Director/officer.

 Shares to be issued by Resulting Company to respect to Company to such Director/officer.
- 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

ORTIN LABORATORIES LIMITED

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 Classes 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 it above transferred into its amen and to have the same conflict, 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 employees 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

ORTIN LABORATORIES LIMITED

- 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 which dairy interruption of or break in service as a result of the transfer of the 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.

37

ORTIN LABORATORIES LIMITED

- 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.

40

ORTIN LABORATORIES LIMITED

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 of the pre
- (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:

ORTIN LABORATORIES LIMITED

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.

38

ORTIN LABORATORIES LIMITED

- 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

41

ORTIN LABORATORIES LIMITED

- 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 flergree of inchependence 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;

ORTIN LABORATORIES LIMITED

- 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, корушны инеции, Umical unguidator 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.

ORTIN LABORATORIES LIMITED

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

ORTIN LABORATORIES LIMITED

- (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, Domalgoals Hyderbade-500/29, Flatingnam.

- all the business, undertaking, properties, investments and fiabilities of whatsoever nature and kind and wherescover situated, of the Demerged concern base are related to the Unit Illicated at Sy. No. 300, Maikapur Village, Choutuppal Mandal, Nalgonda District Telangana, together with all its assets and fiabilities and half mean and include (without Irritation).
- 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

ORTIN LABORATORIES LIMITED

"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;

ORTIN LABORATORIES LIMITED

GROU	PII				
1	Satyanarayanaraju	496130	2.93	238142	2.93
	Bhupathiraju				
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	Venkata Ramana Gaddam	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	Gaddam Srinivasa Rao	69680	0.41	33446	0.41
10	Gaddam Balaji	32680	0.19	15686	0.19
	Total (II)	4138820	24.43	1986629	24.43
	Grand Total (I+II)	5901366	34.84	2832647	34.84

2.4.2. Post-demerger shareholding pattern of OLL (demerged company i.e., Gr 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

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

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

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 the debts, delies, obligations and liabilities including contingent liability which arise out of the activities or openations of the Deminged company which arise out of the activities or openations of the Deminged and obligations of the Deminerged Company relating to the Deminer 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 instance of the period up to the day of immediately preceding the Appoint
 - (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;

47

ORTIN LABORATORIES LIMITED

- (f) informace to dates and times shall be construed to be references to Indian dates and times; (g) informace to a document includes an amendment or supplement to or replacement novation 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;

- 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).
- (bernierged 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).

50

ORTIN LABORATORIES LIMITED

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	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).

ORTIN LABORATORIES LIMITED

- (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 that agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person, and (ii) any adverse claim as to tible, 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.

ORTIN LABORATORIES LIMITED

- 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

51

ORTIN LABORATORIES LIMITED

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

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

*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 "demerger" as defined under Section 2(19AA) and other relevant sections of the Income-tax Act, 19A and accordingly all the Assets and Liabilities pertaining to the demerged undertaking shall be transferred from the demerged company to the demerged undertaking shall be transferred from the demerged company to the resulting company at book values only. If any terms or provisions the Nethers or provisions are 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 exercised anytims 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 to redocument as 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 Tribund.

- 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 Read or be transferred to and vested in Read 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

ORTIN LABORATORIES LIMITED

- 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, deeds, 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

ORTIN LABORATORIES LIMITED

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 but before the issue and alloment of shares. It shall be not shall be no
- 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

ORTIN LABORATORIES LIMITED

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), service transversions, sales tax remissions, holidays, incentives, concessions and other authorisations retailing to the Demerged Undertaking, shall sand transferred under the Scheme to the Resulting Company, the Resulting Company shall file the relevant influentions 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 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.

ORTIN LABORATORIES LIMITED

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.
 9,00,000 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 eve.
- 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 conditions as may be determined by or in accordance with the Articles or and the Articles or conditions as may be determined by or in accordance with the period and the Articles or conditions as such mariner as may be permitted by the Sacciation of the Company for the time being and too 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

ORTIN LABORATORIES LIMITED

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.

ORTIN LABORATORIES LIMITED

- ORTIN LABORATORIES LIMITED

 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, hypothecation and mortgages shall extended the securities of the scheme, the securities of 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 how the securities of the securities of the scheme, the securities of the scheme, the securities of the securities of the scheme, the securities of the scheme, the securities of the scheme of the charges in the scheme of the scheme of the Demarqued Undertaking with Resulting Company by vitue of the vesting of the Demarqued Undertaking with Resulting Company by the scheme of the Demarqued Undertaking with Resulting Company by the scheme of the Scheme has become effective.

 Provided always that all the loans, advances and other facilities sanctioned to
- 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 intellements or documents of the all shall shall be required, any intellements or documents or the shall be shall be shall be shall be intellement of the shall be shall be shall be shall be with the Registrar of Companies and other Authorities under the Act to give formal effect to the above provisions, if required.

57

ORTIN LABORATORIES LIMITED

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

ORTIN LABORATORIES LIMITED

- 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 recorded 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 continued and enforced by or against the Resulting Company, as the same manner and to the same actient as would or might have been continued and enforced by or against the Densulting Company as the continuous dark enforced by or against the Densultinuous and any action of the same actient as would or might have been continued and enforced by or against Densulped 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 or as the case may be deemed to be the obligations of Resulting Company. Consequently, and as the Scheme does not contemplate arranvial of any asset by Resulting Company from the premises in which it is taxible, on overand of any tax credit needs to be made of a required to be made 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

67

ORTIN LABORATORIES LIMITED

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 acts by 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

ORTIN LABORATORIES LIMITED

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.

65

ORTIN LABORATORIES LIMITED

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 first such controlled to settle first such controlled to controlled to settle first such controll
- 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

NCLT, Hylandad Besot CA (CAA) Na. 138/230/HDB/2019 NATIONAL COMPANY LAW TRIBUNAL HYDERABAD BENCH

CA(CAA)No. 239/230/ 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

Per: Dr. Binod Kumar Siebe, Member-Technica

 The present Corryany 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)

15/01/2020

10 mg

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 clarified that the services of the employees of the Demerged Company is the clarified that the services of the employees of the Amy outself of the Punds of Demerged Company is the clarified that the services of the employees of the Amy outself of the Punds of Demerged Company is the province of the amy of the services of the employees of the Amy outself of the Punds of Demerged Company is the Company of the Services of the employees the Services of the employees of the Services of the employees of the Services

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.

66

ORTIN LABORATORIES LIMITED

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 convexing 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 13.0.309/sea \$2.000,00.000; (Oppos Street Street) Certail (Asioli sits 24.000,000) equipt thates of \$8.100 each; the inseed, sheether and professional street of \$8.000,000; (Oppos) thates of \$8.000,000; (Oppos) thate

06/01/2020

The Authorised Stare 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, Periodes, Systelfs and other interreducing and Phoreaceuticals force description and application with oligenous under imported technology, pharmaceutical formulations like liquids, capsular, tablest, possible, missiones, technologic assymma and fluids of ensy-dectificing, all interreducing and hypothesis of any of the above, regical and health side of varied nature like systages, gioves, augital & 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 meeting of Unaccared Creditors and the same bullupressed 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 spaces 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, an per Role 14 of the Cerapanian (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 subs sections 3.9 of the Act and Role & Soil the Competition of subs section 3.9 of the Act and Role & Soil the Competition (CAA) Bulks, 2016, at the specifors: competition of the Competition of substantial section 2.0 of the Soil the Role with a copy of the Scheen, the explanatory successes substantial section of the Role with a copy of the Scheen, the explanatory successes substantial section of the Role of the Rol 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 Honbie 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) taking that as on 20.06.2019 there are six thousand four handled and fifty seven (6457) that its base of the Dennergial Names in the Dennergial

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



74

ORTIN LABORATORIES LIMITED

NCLT, Hydrabal Berell CA (CAA) No. 210/233/108/2119

- 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 Josal Microry Ebenguin, 4—115.401, Köhnya Joydesson, Songari, 4—115.401, Köhnya Joydesson, Songari, 6—116.401,
- 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 Seasonful for Bugglish 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 presented from 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. T. Suystangroum, Almoore, Flat N (10), N. Suystangroum, Almoore, Suystangroum, Almoore, Suystangroum, Almoore, Suystangroum, Almoore, Suystangroum, Almoore, Suystangroum, Almoore, Suystangroum, Almoo



77

ORTIN LABORATORIES LIMITED





- Sylving

- E. A.Schwar of Acc of recognition and of the property of the prop
- of the Observation readeby 200 and NGI side they letters dated 20,06,2019 by passing a resolution of the Observation readeby 200 and NGI side they letters dated 20,06,2019 by passing a resolution of the Duriel Mining the Umria 28,300 by a post-ringly recordany correctional modifications to

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



75

ORTIN LABORATORIES LIMITED

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 appropried 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 proxybathosised representations in permissing revoleds that the years; in the possessed form-hatherisation date between the present retains a stand and vote at the false-said restraint is first white the Residing Company at the Registered Office in a 59-90-110-01, Sander-Naper, Karles VIII, Chrishitani, Edwissomen Nilsyna, Lin, Nagar, Pirkentade — 500 ON, not later time 49 hours before the meetings wide Rich I of the Companies (CAA) Rules, 2016 road with Section 103 of the Art.

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). Bodby Shares of Ro. 15/ each (felty paid on) held by the intersholders in Committee Company assumption 1992 (FCD) manifestation of the 15/ each.

- 2. Signs sention of this Scheme by the Horitie 'Silbassi 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 the first fine fine past is a remit to the control of the fine past is prime; prime the fine past is a remit to fine past in the fine p

- 3. As a corresponds of the industries of world of the Throught Constains, the protected share could at the Revenued conserve shall be recognized and that conserve of the STATION could be about the Constained to the Constained that Constained the Constained the Constained the Constained the Constained that Constained the Constaine
- 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



82

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. Mark Colonia Marks and to belief weeken in the personal colonial violation of the Colonia Marks and academy held believe the Colonia Marks and the Colonia Marks and academy held believe the Colonia Marks and the Colonia

- 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 desertiodant will not find any objective instact garanant on the Schone of Assegment.
A distribution, print in the deserger who is hability (00 places of the 200 cent in Ortho Understein Lindbell Geological Laureaugh at the in print investigate carrieds hability, 60 places places of Rp. 12 each in Ortho Information Lindbell and SJ. quarty allows of Rp. 100 each in Information.



85

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 of the Companying Statement ("Im AR") and Other accounting principles ("Im AR") and Other accounting of the Companying Statement ("Im AR") and Other accounting of the Companying Statement ("Im AR") and Other accounting of 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 opinion this con, and we do not provide a separate opinion on these matters.

 Who have determined that there are not say audit matters to communicate in our report.

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 feature of franciposes. A standard, part in the relative part is stating to these of a 100 years of a 100 years of the 100 years of a 100 years of the 100 years of the relative feature of the part is part of the relative feature of the fe

- 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

83 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 Schmersberg Schmers and Schmersberg Schmersberg

66 Equity shares of No. 30,1 med. (buly paid up; of Dom Equity shares of 61.30), such total by the ethology in De composition of the disasts of the demonsted Europeans.

Providing Springer (1986) Laboratory and a specific featuring Company shall be issued and advanced by Sci (Capty chains of the 20) count from pre-specific featuring Company shall be issued and advanced by company 2017 Specified (1987) Springer (1987) 2017 April 1987 (1987) Springer (

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



86

ORTIN LABORATORIES LIMITED

Ortin

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 auditor's report that includes our opinion. Responsible assurances are to all a grassification than a suital conducted in accordance with 5% and illaways delet a material misotatement when it exists. Misotatements can rate from those or error and or considered membranical if individually or in the aggregate, their your dark resurrorably the appetited to inflamme the economic decidions of susers taken on the basis of these for AS Transist instatements.
- 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 ansects the reside of instruction of the land AS firement institutions in the land and accordance in the land in the land accordance in the land in the land accordance in the

Vineet

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

TO ST THE BOARD OF EMPLOYERS OF VANIET LANDERFORES LIMITED REARING CHI-MICTIZIAN AT ITS MICTIMO BED ON MOTOMISSIAN, 16.08,2009 AT 4.03 F.MI. AT HELE OF HIS COMMANT AT SYAND, TEVAN, SHATE RADAM, KERSEN VILL, CHIMINAL

Mr. Galdan ewitata Parsana
 Mr. Setyanarapana Raja Shapathiras
 Mr. Setyanarapana Raja Shapathiras
 Mr. Kentala Munici Modius
 Mr. Kentala Munici Modius

- Le sichem of Amagemed Interem (19to Lifenthers) Littled (Dinneyel Centant) and Yest-Lifenthio, Littled (Beschlig Contemp) and their resorted Methodory and Celtifor (Palland), Amagement in the Amagement of the Desiry of Centary of the Desiry of Internation (Security of the Amagement of the Desiry of Centary of the Desiry of Internations Colonia of the Desiry of Centary and Yest Littled (Security of the Desiry of Centary of the Georgia) on going convers have any whole for Celtifolia (Security of Yest The Thomased with reconstructions).
- b. This agent is being entimed parasent to the regularment of update 2020200 of the Company Anti-Idea, by consisting to the entire shared when the Company. The regular companies the effect of the Name of Asseptiment of entire behaviors, and an entire parameter parameter, premisely and inter-position of asseptiment of the entire behavior of the contract of the parameter parameter.



84

ORTIN LABORATORIES LIMITED

Enlegery	No. of Ahares	% pro-domerger anid up capital
Promiters	4,16,000	100
4.45	- 0	

Seld 4.10,000 100

Cetegory	No. of shares	Speld-up capital sites democraci
Prometters	26,99,103	79.19
Nake	15,27,807	70.65
Total	\$2,18,006	330.07

87

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 motions, the planned scope and timing of the wall and significant wall findings, including very algorithms and efficiency in intermed control telesion intermed control telesion intermed control telesion intermed control telesion destripts, during control and in the second state of the second state of
- 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 ourseign the public inferral beautified south commitmates.

88

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-eaction (11) of socials 143 of the Act, we give in the Amounte
A. a statement of the matter's Specified in Journappains 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 Income, 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 doublet all send March 31, 2019 bisinon receively the Basel of Direction, renor of the direction 146 (2016 Act.

 1. With respect to the adequate of the Internal Telenatic controls over Teneral Reports of the Company and the operating deficiences of such controls, refer to an extension Report in American B Cour report acceptance and marchine capacitic or the adequate with a control of the Company of the Compan
- With respect to the other matters to be included in the Auddor's Report in accordance with Rule to if the Companies (Audit and Auddors) Rules, 2014, as amended in our opinion and to the bed of our information and according the explanations given to us. In the Company has disclosed the impact of pending ligibilities, as on 31.03.2019 on its Internatiopations in the MAS Temperaturatements:
- 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.

Ortin

(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 Goods and Service Str. (GST) or ones precently to any depute with the instead analyments of the term become extressed for the most so account. If According to the information and explanation given to us, the Company has not disfusited in recipiants of dues to any financial institution or duty.

- (Roboting) to the information and explanation for us, the company has no moterar raised by way of public offers, feeduring debt instrumer's join on as the company sisten any terminous. (ii) Beaded on the and procedures applied and exceeding both 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 wold.

(ii) The Manageniel Remunention is paid or provided in accordance with the requisite approvale managed provided and second of section 197 road with Schedule V to the Companies Act. (si) The company is not a Nidd's Company.

(xiii) According to information given to us all benisactions with the related parties are in compliance with section 177 and 180 of Companies Act, 2014 where applicable according is generally and acticised for the Privancial Schaimmer Sec. a revenitive bil to applicable according is generally.

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

94

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

			2016
Particulars	Note No.	2019	2018
ASSETS			
Non-ourring assets			
Property plant and Equipment	2.1	2,120,00	2,000.40
Capital Work in progress Financial assets		E3.41	46.21
Principal states (reministration)	12	642	2.85
Other Institution assets	22	70.00	10.47
Other teamor starts Other non-current assets	7.4	34.45	70.86
Uther high curront assess	2.685	2,354.60	2.338.60
arrest assets		a fee and	0.000
evortores	2.5	3,995,70	2.401.50
Financial assets			
Trade reconables	2.6	8,783,04	2,194,80
Cash and cash expressed	2.2	254.30	98.72
Other feancet assets	23	33.23	01.81
Other pursuit assets	2.4	477.79	447.60
		6,304.02	1,035.01
FOSAL		10,588,82	7,386.35
DOLLTY AND LIABILITIES			
Equity			
Squity Share Capital	2.6	1,094,04	1,894,84 713,77
Other Bourly	0.890	016.36 7.500.38	1.437.81
Inhaltine .		- sycarcan	- Actorial
tersoamet liubilities			
Pinangsii Lisbilling			
Bonowings	2.1	181:18	146.20
Deferred too Rabilities (ref)	2.10	254,07	202.82
Other non-oursent liabilities	212	292,60	369.12
Long Term Providens	2.13	52,01 781,68	25.90 796.30
Cornel Sahi Nies		781.06	796.30
Francial Liebities			
Sonownes	9249	1,475.50	7.465.05
Trade propobles	214	4.339.85	1,018,23
Other Forecoal backline	216	867.75	942.42
Labilities for current bas (nell)	25.00	110000	1000
Envisions	2.16	76.13	38.75
Other conset facilities	212	42.45	56.80
		7,217.56	4.162.25
TOTAL		10 506 62	2.566.36

DIS. BATTA HARRYANA NAJIS

97

For earling lectual of Books For ORTIN LABORATORES LTD

G. VENDOTA BAMANE JANE MANAGED DISCOULTER D

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Ortin

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

Place: Hyderatiad Date: 30-05-2019

ORTIN LABORATORIES LIMITED

Ortin

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 flavorist controls over financial reporting of Mis ORTIN
LABORATORIES LIMITED. Limited ("the Company") are not 1 Meeth 2019 in conjunction with our
audit of the financial statements of the Company") are not 3 Meeth 2019 in conjunction with our
audit of the financial statements of the Company" but he year ended on this data.

Management's Responsibility for internal Financial Controls

The Company's management is responsible for establishings and maintaining internal financial
controls based on the internal control over financial reporting others established by the Company's
controls based on the internal control over financial reporting others established by the Company
containing the scalar discognishment of internal control stated in the Outdoors Order of Accountaining of the Company
and advantage of a decided company and inference control to the over-porting defluency to reasoning the control of the over-porting defluency to reasoning order over the control of the loss of control to the veries perinting defluency to reasoning order over the control of the loss of of

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, assued by IAAI and between the internal resolution (IAAI) of the Standards and Auditory, issued by IAAI and between the internal resolution (IAAI) of the Standards and Auditory, issued by IAAI and between the internal resolution (IAAI) of the Specificate to an audit of Internal Financial Combine and, both based by the Institute of Charlesed Accountaints of Internal Financial Combine and, both based by the Institute of Charlesed Accountaints of Internal Financial Combine and the Guidance Notes require that we comply with invited exceptations of the IAAI and IA

such controls operated effectively in all material respects.

Our earli moleves conforming procedure in obtains and winders about the adequacy of the internal financial corrects eyestem more financial corporate part flavor for their controls general particles and of internal financial corrects over financial reporting included totaking an understanding of internal financial corrects over financial reporting, issuesceng the risk that a material readament of internal financial corrects over financial reporting, issuesceng the risk that a material readament occurs, and testing and evaluating the does grant on operating reflectiveness of ternal correct based on the assessment of the financial correct based on the assessment of the financial colorients as well-call depined on the auditor's judgment, instuding the assessment of the financial colorients and section of the financial colorients, whether due to the financial colorients.

95

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED Statement of Profit & Loss for Year Ended 31.03.2019

	-		Out to Contact	
Parliculant	Note No.	2313	500	
BOOFSE				
Favories for operators	2.17	19,775.10	8,082,18	
Other Viscone	218	1279	45.00	
Total Revenue		16,708.00	0,187.62	
Esperses	20000			
Cast of ranterials consumed	216	14.154.46	5899.56	
Changes in Investories	2.2	-612.95	129.52	
Employee benefits expense	221	65.47	332.29	
Finance costs	2.22	121.73	349,66	
Depreciation and anonization expense	2.1	(75.29	180.53	
Other experies	2.73	2,201.16	1,430.84	
Tetal Expenses	200000	19,805.19	8,099,44	
Postilii), cost before exceptional items		163.80	\$1,0	
Exceptional thems				
Profet cost below tile		183.80	80.04	
Tax exponse	0.0			
Cunorities	50.15	38.75		
Carboned tes	2.54	-82.16		
Previous year	190000	3.90	11,51	
Swi Profit for the Period		528.90	\$7.90	
Other comprehensive income (DCI)				
items that will not be realossified to profit or look.		(26:42)		
Tax or terms that will not be reclassified to profit or time.			1 8	
		(26.42)	9	
tem) that will be reclassified to graft or less.				
Tax on here that may be endousified to profit or less				
farms that may be reclassified autoexpointly to graft or base.		- 9		
Total other comprehensive incomplitions for the year, not of sax		(26.42)		
Total competitive income for the year		101.50	\$7.80	
Carrings per share:				
Basic servings pre-share of 181-secti		6.79	0.4	

ORTIN LABORATORIES LIMITED

Ortin

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

93

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 Reporting

Inherent Limitations of Internal Firancial Controls over Flammical Reporting, including because of the selected Individuos of Internal Remarks disorbly were flammical exporting, including the possibility of Collabor of Improper Inhalagement, ventice of Controls, maleral in Institution to Proper Service of Controls, and the Internal Remarks of Controls on Internal Remarks Controls over Inhalaced Reporting to fluthup products are subject to the Internal Remarks Controls over Inhalaced Reporting to fluthup products are subject to the Internal Remarks Controls over Inhalaced Controls over Inhalaced Remarks (Inhalaced R

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

Ortin

ORTIN LABORATORIES LIMITED

Cash Flow Statement for the Year Ended 31st March, 2019 Paticular Note No. 2018 183.90 180,28 287.26 (1888.14) (142) (1295.77) (20.10) (22.54) (24.67) (14.45) (70.51) 680,00 -600,00 -84,14 190,84 172,32 36,37 76,14 0,09 6,38 213,60 (19.19) 373.36 (42.36) 331,01 -617,62 155,81 (300.53) 45,48 45,48 6,08 40,02 40,04 40,74 (13.39) (13.32) (0.66) (326.50) 12.95 8.62

la person topot aliana for Sattraliel S Co., For and un balsal of Board

St. SATA ASSEMBLE RAID Whole-the Deside and COU SEC CHARLE

99

G. VENKATA RABBARA Jant Managing Discoop (fish)

Ortin lotes to Financial Statements

Description of the Company and Significant Accounting Policies

General Information
On to decrease a special for accessing Pedicise
On to becomes a trade of the company, in coppand in the immunity on a storing on a storing on the company in company in the first pedicine and information and information

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 Stamments for ASS) colled under the Companies (Indeh Associating Stamments) and amended and as per other services or presented on the Companies (Indeh Associating Stamments) and amended and as per other services presented on the Companies (Indeh Associating Stamments) and the Companies (Indeh Association of Indeh Association of In

These francial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

Certain francial assets are measured other at fav wave or at amortized cost departing on the disactication;

- 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 light-less are disselfed into current and non-current-based on the operating cycle
of less than thelele 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 befored 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 persoular, the areas involving critical estimates or Judgments are:

100

ORTIN LABORATORIES LIMITED

Ortin

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 arresponded and within the statement profess and the 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 to the Company and a lost can be measured milastly. The coals of reposts and marienance are recognized in the statement of profit and loss as incurred.

homes of property, plant and equipment acquired through exchange of non-mondata, service are measured at fire value, unless the sectorings framewise and object commercial substance or the fair value of atternet the asset received or seat given or, an on reliably measurable, in which cases the asset services or asset given or, an on or reliably measurable, in which cases the asset services or recorded at the carrying amount of the asset given up.

he asset flywin up. Depreciation Depreciation 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 fit of the Componens Ad., 2013 ("Schoolay"), 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 depreciated.

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 & Fotures	10

103

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Ortin

Indifferencember and management of a tritial recognition, as frameful stabilities at fair value. Frameful stabilities are obserted activities recognition, as frameful stabilities at fair value bridging interminent in an effective relacious acquires and transfer designates are recognised initially affer value and, in the case of learns and borrowings and payables, set of sinciple affective transfers once of the property of sinciple and payables, set of sinciple affective transfers once of the property of the property of sinciple affective transfers once of the property of the property of sinciple affective transfers once of the property of the

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 in the fair second in pattern markets in the following bisearchy.

It is provided the fair virtual of financial instruments opened in pattern markets in based on their quisted disase prices of the classics absoluted disase.

It is besult in the first virtual of financial instruments that are not formed an an active market is determined by using valuation instruments that are not formed an an active market disased in the control of the company of

(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

106

Ortin

ORTIN LABORATORIES LIMITED

Depreciation and amortization

Depreciation and amortization is based on management estimates of the future useful lives of cortan class of property, plant and equipment and intemptile assists.

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 date for the serialing them of the Objections.

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 taken.

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 purpose delivering released;
It is due to be settled within heavier market after the reporting district.

101

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.

Ortin

Advances good fowards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital educace under other monament assess. The cost of property, plant and equipment on londs by to see flower such date are disclosed under capital mut-in-progress. Assets not enably for use are not depreciable. The Compreys assesses all each bistoner shared that assess are also assesses and each bistoner shared them as objective evidence 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 osetor's congreg mount is egoder that outside the control of the control of the control of the control of the value fire soot to see!

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 northness entined. All financial session is executed in the case of financial assets on financial assets are ecognised intelligy and for busy, tensestion costs that we entitleast to the acquisition of the financial session. Purchases or sales of financial session that require delivery disease when a time succeptual on the trade delivery of places implicate way basics, and encognised on the trade delix, i.e., the date that the Company commits by outhers or self-the session.

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 delicitationsment as a EVTPL.

residential (RABULI passitionemus Alliquist) investitients in scope of ind AS 108 are measured at fair value. Equity instruments which are held for thoding and configuration ordination recognised by an acquirer in a business commission to which in ASS 105 agrees are utselved as all PVPR. For all other business commission to which in ASS 105 agrees are utselved as all PVPR. For all other congressors in the commission of the commission o

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 because the Company from CCI.

104

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

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 consumbles which are used in coparation and their contractions or consumed as ordered materials in the managinering process. For exercise, the contraction of the sufficient of the contraction of the sufficient of the contraction o

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 rollouge weeks. An impriment lose in the service of the nest of the control of the c

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

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Ortin

• 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 or which they were in-masted or in intervent proposition during the period or in the Order to the processor of the company and automatical are recognitional to the substantiant of profit anclosus the period in which they were.

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

102

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

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 control and the second of the control

105

ORTIN LABORATORIES LIMITED

Ortin

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 invited as a component of ros and cash squivilents for the purpose of the statement of cash toxes. The Margin most deposted and inclinate driving data pains on the deposit of a restricted exist between deposted and inclinate driving data pains.

DRTIN LABORATORIES LIMITED

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

Short term amplifyee benefits

Short term amplifyee benefits are suppresed as the related service is provided. Alabitity 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 standed related.

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

108

Ortin

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 endocy of the first of the firm evalue of money is related, provisions are differentiated by discouring the expected future case of the first of

Contingent Nabilities

Configure assets are not recognised in the financial statements. However, configure seasons are assessed continually and if it is virtually certain that an inflow of economic bonefits will arbite. The asset and related income are recognised in the period in which the changes occur.

Revenue Recognition

Sale of goods and road license

Effective April 1, 2016, the company has applied for A5 115 which socialisation as Effective April 1, 2016, the company has applied for the result and when memorial to be recognized, and A5 115 registeros lend 8 18 Revenue and IntA5 11 Convision Contrasts. The company has analysis of A5 115 Revisions and IntA5 11 Convision Contrasts and Contrasts and A5 115 registeros lend 8 18 Revenue and IntA5 11 Convision Contrasts. The company has adopted or A5 115 registeros of the date of inside application (La_April 1, 2016).

The standards is applied efforting efforting hydrocentric forting and an operation of the contrast of the Company is experient in Contrast of the Company is experient in the contrast of the Company is experient.

109

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Ortin

Determination of fair values

Determination of fair values

The Company's accounting policies and disclosures require the determination of fair value,
for creatin-fragrical and monificancial assets and liabilities. Pair values have been
identified for measurement action of describin purposes bearing on the Addisonage methods.

In the company of the

For this purpose, ser visitue consection-upon executions placed in the included assets. The territory of the second control of the second of the decounted estimated enjoying purposes that have been availed as a result of those branch, inchrology related interpolar, person that have been availed as a result of those branch, inchrology related interpolar, person for dedirective level and other interpolar, person by related. The first value of customer institute, product related and other interpolate, person entire of the second extension of the institute of the interpolate person entire of the institute of the in

International international control of the control of control of the control of t

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 of insular market prices are not avoilable, for the revuleus represent of a cash value as assisted by the salassor of direction market funds until in the published attachments. Not assort a value to examine the process of the price at left high the price of the price of the process of the price at left high prices of the prices and the price at left high search specified by the form the investment of the price at left high search specified by the form the investment of the prices at left high search specified by the form the investment of the prices at left to be such as the form the investment of the prices at left to be such as the form the investment of the prices at left to the prices at left to the such as the form the investment of the prices at left to the such as the form the investment of the prices at left to the such as the form the investment of the prices at left to the

112

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

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	100	2019	2	018
200000000000000000000000000000000000000	Current	Non Current	Current	Non-Carrent
Deposits with IL and PS	-		1.6	13.00
NSC Bond				0.15
Security Deposit with APCPDCL	1.0		- 33	53.62
Security Deposit with Singareni Colories	1.0		(8)	0.70
Deposits with Others	65	70.69		
Deposit for rentals	1.7		12	1.0
Deposit with CPD			10	4
Deposits with Others	26.72	32	26.47	1
Interest Receivable	4.00		5.34	9
TOTAL	33.23	79.60	31,81	67.47

ORTIN LABORATORIES LIMITED

Ortin

Revenue is recognized, when the company satisfies a performance obligation by searcharing promised good in service to its quadranse. The company considers the service of the contract and as cultimany business protectes to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains contract the basis of the contract the contract of the contract the contract of the contra

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 estouch 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 energy tender of the energy prefer current of the prefer o

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

110

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

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

113

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.

Ortin

2.4 Other Non Current Assets and Current Assets

Porticulars		2019	2018	
	- Current	Non Current	Current	Non Current
Deposits with Statutory authorities	19		10	0.26
Preprint Expenses	-		8.82	1 1
Income Tax return FY 2012-13			2.52	1 3
Process: Tax relaind FY 2017-18	630		3.76	
Northel Sales tax deposit	29.99	- 2	72.69	1 2
GST input centil	2:15	1 1	181.06	1 5
ST input credit	88.89	- 4	86.98	-
Lows and advances staff	1.0	- 2	0.11	1 8
bitarbanashtna Vat bax positi	- 02	- 2	17.36	1 2
Actionse for packing material	219	125	1.00	
Creditors for goods	114.37		123.3E	1 3
Excee Duty Claim Receivable on Export		1.79	6.08	1 8
TDS Receivable from parties		(a)	2.48	
Excise duty appear fee	172			1.76
Cernal credit delered	95	0.000	12.	0.00
Convat credit	9	0.00		0.06
Vsit input credit receivable:			10	1
Excee paid under printed				290
Defend GST		12		414
Defend Excee Day	27105			
Advance Tax	25.00			
TDS receivable	5.84	13.34	25.51	1 5
Actions others	199.11	19.36		2.70
TOTAL	427.25	34.46	447.66	11.91

Particulare	Curriet	2818 Curver
Row ranter ells	2,751.11	230.50
Finished goods	541.50	2,147.66
Packing meterials	1	24.27
TOTAL	1.692.70	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.

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

that it relates to items recognized directly in equity, in which case it is recognized in equility.

Current fair as the expected less payable on the fasads income for the year, using tax: rates entanded or auditarity or expected in the propring date, and any adjustment to its payable celebrated for auditarity or expected in the propring date, and any adjustment to its payable Defermed For.

Defermed fair in the comprised must not assess and believe for familiar legisleng purposes and the ammunist quarket for such control or storest and believe for familiar legisleng purposes and the ammunist quarket for such control or such contr

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 tour earlier gout of payment, of dividends to streeholders under the total temporary and all such bases are ecognized in the stokeness of changes in equity applied if the associated dividend payment.

12) Trade receivables
Trade receivables
Trade receivables are initially recognized at fair value and subsequently measured at anortized ocal using effective interestmethod, issis provision 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 circumstanced and are

111

ORTIN LABORATORIES LIMITED

Ortin

ORTIN LABORATORIES LIMITED

		Gerten car	Gettes carrying value		Ac	cumbb	Accumulated depredation (impainment	magni in	1	Net carrying value	ergen Buy
Parlesian	Apail Mark Mile	Additors	Additors Disposals	As R 21 Starch 2011	As at 1	Fords	Ingairment for the year	Disposals	Ased 11 March	As at 31 March 3319	Abel 31 March 2011
Land	53.57	200	3	3337	, A	Å		S)	2	20.07	53.57
factory building	485.20	1.40	(501.47	45.12	22.33	i	(9)	11 12	436.14	452.8
Attendeding Salding		*					74			*	
Plant & trechitery	1,580,17	238.37		1276.54	08/92	122.75	V	9	348.56	1,471,99	1,354,38
Technologicans.	86.98	1.00		57.37	675	472			12.83	11.36	7.73
Partition & Infance	4.37	18.80	0	36.M	2.47	7.41	í.	(a)	4.59	10.63	2.69
Electrical fights	28.65	11.80	39	42.96	27.78	98.5	1	17	27.37	15.18	100
Virions	15.55	10.60	0	97.34	98	13.99	S		22.85	86.99	88.1
Othersease	47.35	1.40		20,79	319	2			4.80	15.81	14.35
Compaler	3.87	1.86	2	5,53	255	7 20	4	1	350	181	1.4
Artordices	25.50	9.45		8.40	222	1.14			337	1.00	表
legal	230.30	200.53		2,631.02	227.58	13.20		-	553.27	2,128.85	2,003,43
Capta Wan in progress	40,2384		9							53.487	40.2164
		Great car	Great carrying value		A	cumple	Assumulated deprendetion / Impairment	or I impaire	, in	Net complety volum	eday gra
Perticulars	Aga Militar	Additions	Addition Disposels	As at 20 March 2018	A 140 E	For the year	bepairmed Disposals. for the year	Disposals	March 11 March 1318	As of 31 Manch 3918	As at 2017
1003	49.47		0	49.47	-			3		20.00	282
Farter to defau	67.73	318.32	100	90000	29.45	25.72	1	Ų.	19.53	150 84	164.16
Administrative building	7.84		187		0.78		4	0.18	100		7.89
Vendura America	1,485.35	MED		1,580.77	11011	173.05	1		225.81	1,354.34	1.384.62
Self 92 eccentrary	54.90	139	34	56.19	4.23	4.26	Ų	17	8.63	47.79	50.87
Fathou & Marie	197	1) i	4.07	142	135	4	7)	247	248	3.65
Electrical Bishon	28.65		¥	38.65	1891	7.88	4		21.78	8.87	14.74
Wholes	\$2.29	144.82	15.37	1878	99'01	34.37	Ä	989	18.39	61.19	27.20
Oher nowh	17.25			17.38	1.62	18			3.83	14.15	0.00
Compater	22	173		300	1.14	1.40			2.53	144	2.6
Artondices	838			808	1,11	1.15			2.23	675	7.88
foral	2225.46	118.14	23.21	2,331,39	196.65	168.95	4	3.16	527.99	2,003.43	2,968.83
Capta Work	35.20	V								NAT. NAME.	N. Section

114

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Ortin

Particulars	2019 Current	2018 Current
Trade Receivables		
Unexcured, considered good	3,703.04	2,229.76
Loss, Allowarious for cracit lesses		43.86
TOTAL	3,763.04	2,184.69
Trade Receivables hypothecated as records for availing	early as coulted building.	

Perioulem	Amount	
As at 1st April, 2018	(40.11)	
Rosesal of Inquirment	9.52	
As at 1st April 2017	(30.59)	
Add additional allowance of expected cradit loss	(15.27)	
As at March 31, 2011	(40.80)	
Reserved of Impairment	43.88	
As at March 31, 2019	0.00	

Particulars	2019	2010
a) Cash and Cosh equivalents	0.00	
i) Cash on hand	50.30	41.35
it Balancas with certica		
- Current Accounts	38.88	25.05
- Foxed Doposits		10.19
5) Other Bank Balances (with restricted use)		
Margin Microry Deposit Accounts required theris Colerantees)	125.22	12.63
Total	214.30	199.22

Perfoulers	2019	2916
Cests and Cash Equivalents/Bank Balances	214.30	199.22
Loss Bank 00 & DC to be standfed as Cash & Cash Equivalents	(1473.59)	(1465.95)
Cosh and Cash Equivalents/ Bank Balances	(1259.29)	(1296.73)

Ortin ORTIN LABORATORIES LIMITED 2.8 Share Capital 2,000.00 2,060.00 1,094.94 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, the equity intermediate and the employment of the State Research

asked of the Company, after distriction of all previously asked and company, after distriction of the properties to

the furnite of equity places inside type districtables.

Porticulars	2011	2818
Store Forfeiture reserve		
Opening Balance	54.53	64.50
Act: Shares lossed during the year		
	14.53	64.53
Capital Reserve		
Opining Bildence	2133	2122
Surplus in the Statement of Profit and Loss		
Opening Balance	628.12	560:10
Add: Not profit transferred from the Statement of Profit and Loss	128.00	67.82
	756.02	626.02
East: Appropriations		
ECL on Trade Passinatives	12	
Net change in fair value of PVCPE investments and others.		
Actualist gain or loss on employee defined benefit plan	(26.42)	
Cooky Balance	729.03	629,00
Total	815.35	715.77

118

Odfo	
Ortin	ORTIN LABORATORIES LIMITED

2019 2018

Current | 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 liabilities 2019 2318

Current Non-Current Current Non166.22
- 96.13

42.45 59.00

42.45 792.00

56.89 Lose from Desotors Lose from Others Advece for codoners
Security Deposit
Total
2.13 Long Term Provisions 42.45

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

5 Other financial liabilities	plate talapasasis	111111111111111111111111111111111111111
Particulars	2019 Durrent	2018 Current
Current Naturalies of LTD Bills Founds Staff Cheditors	990.66 47.25	120.19 900.07 40.76
Lightly for Expenses Total	220.84 867.75	105,51
6 Provinces		CPRINE 2
Personan	2819	2916
Provision for law Provision for Celevity Provision for Leave encessfram	90.15 18.35 5.62	38.75
Total	74.13	38.75
7 Revenue from operations		
Particulars.	2019	2916
Reviews from : Operating Advisor Add Exist Duty Add Other Operating Income	18.225.25	7,970.37 50,07 58.0
Revenue from operations	16,276.19	8,962.19
8 Other income		
Periodes	2019	2018
Bittern This colone Testing This colone	7.53 (2.00) 	11.04 Profit 0.12 0.06 4.76 25.34

120

ORTIN LABORATORIES LIMITED

0.4	
Ortín	ORTIN LABORATORIES LIMITED

Paristiculars	2019	2010
Pow Moterial	(7.04.030	
Purchases	14,799.55	6,396.94
Ast. Opening Stock	2,106.03	1,380.30
	96,905.59	7,777.24
Less Closing Stock	2,751,11	2,147.68
	14,154.48	5,629.58
Total	14,154.48	5,629.51

L.	(872.06)	129.57
21 Employee benefits expense		
Particulars	2019	2018
Salaries & Wayes Director Remarkstein Contribution to provident and other bunds Salaf Welfare, Recombined Expenses Outs of Advances Leave encombined Expenses Expense in Contribution Expense in Contribution	200.94 57.85 20.21 28.51 16.67 8.49	205.40 63.86 16.62 23.93

121

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED

2619 98.35 21.39 21.18 0.03 334 5.11 22.52 0.30 6,36 52,62 9,57 410,13 7,12 8.09 34.01 8.41 595.83 5.44 2.00 2.00 25.24 279.28 24.67 133.42 400.38 15.00 13.93 114.91 441.22 etamo Divily prost Polid to Shiendhi infin Lod 83.08 0.37 (41.90)

122

ORTIN LABORATORIES LIMITED

Ortin ORTIN LABORATORIES LIMITED

234 Recent Accounting Pronouncements.

IndiAS 95 (Lanes:

IndiAS 95 (L

amentents in Endors for annual prototo beginning on an alwa (sel.), 2,019. The Converse ju selectation (or direct occurs the Trimond and Interest.). All facts (3), 2016, the Menius of Colopius Affairs in Intelligence and the Colopius and the Colopius Colopius and Affairs in Intelligence and the Colopius Colopius Colopius Colopius Colopius Colopius Affairs in Intelligence and the Colopius Colo

123

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.



26 Auditors Remoneration		(Amount in Rs. Lakha
Perficiáles	For the year encleding March 2018	For the year ended 31 March 2018
(i) Audit force (b) Other changes Taxology methors	2.00	2.00
TOTAL.	2.00	2.00
27 Earnings por Share	N	(Arequet in Rs Leichs
Parliculars	For the year ended 21 March 2019	For the year ended 31 Morch 2018
Earnings Profit watoutsides to exputy holdses	128.00	67.92
Shares Number of shares at the beginning of the year Add Fourly shares loss ad	189.40	166.40
Less Bay back of equity shares Tetal number of equity shares outstanding at the end of the year	199.40	169.40
Weighted average number of equity shares outstanding during the year - Basic	199.40	105.40
Add: Weighted everage number of equity shares arising out of outstanding study options (not of the stock options forteited) that have obstave effection the EPS	14	13

124

ORTIN LABORATORIES LIMITED



ORTIN LABORATORIES LIMITED

he following is a summary of significant related party transa		(Amount in Rs Laktu
Perfoulers.	For the year ended 31 March 2019	For the year ended 31 March 2018
s) Key repagetal personnal	100000000000000000000000000000000000000	
Removator		
Mr. S. Mund Krobes Muthy	5.45	580
Mr. S. Moters Kristina Murtin	2.85	2.85
Mr. S. Bolail Verkobergazulu	5,40	1,40
Mr. S. Srinivas Kumar	5.40	5.40
Mr. G Ventata Ramano	21.23	19.81
Mr. St. Setjaneroyone Raju	16.50	15.00
Mr. Sharvari Sasspell Shirate	130	6.50
Sitting Fac		
Mr. J R X Plentingups Reg.	0.08	4.95
Mr. M. Topolyva (Rosigned 80,07,2018)	0.02	0.05
Mr. T. Seebegrid	0.08	0.01
Mr. B. Gopalir Reddy	5.05	0.04
TOTAL	9.75	54.51
Other related party transactions		(Arsourt in Rs Larns
Particulars	For the year unded 31 March 2619	For the year andod 31 March 2018
Sri pai krishea marketing associates-associate firm		
Sales	8.50	43.85
Purchases	6.75	16.82
Trada Rossivables	178.38	185.23
Mishler Laboratories Private Limited-associate company		
Siles	445.57	364.73
Purchases	462.64	23
Trade Receivables (Posables)		234.85
Drowcared Loads received by the company		
S. Sales Verkateshwark - Director	7.15	20.39
	23.65	33.99
5. Microe Krishna Martiu - Director		44.82
S. Martie Krishna Marthy - Director S. Martie Krishna Marthy - Managing Director	20.41	
	1926	33.06
S. Marak Kitohns Wurthy - Managing Director		33.06 3.78
S. Mantal Kitatros Marthy - Managing Director S. Service Kurrar-Director	19.86	

ORTIN LABORATORIES LIMITED

DRTIN LABORATORIES LIMITED



Particulars .	For the Years ended 31st March 2019
Current service cost triannel on nel celland breeft liability / (seset)	5.28 1.64
Gratuity cost recognised in statement of profit and loss	721
als of changes in the present value of defend benefit obligations are as follows:	(Amount in Bullakha)
Particulors	As of 31 March 2019
Defined banefit obligations at the beginning of the year	25.72
Correct service cost	5.29
Interest on defined obligations:	126
Ro-moleurements due to:	
Actuanal loss/ligated due to change in financial assumptions.	20
Actuarial loss/gain; two to demographic assumptions	
Actuate loss/gain) due to experience changes	23.64
Sendts paid	
Defined benefit obligations at the end of the year	76.37

Eventury of Activitie Assumptions: The activities assumptions used in accounting for the Gritisty Plan are as follows:

Parliculars	For the Years ended 31st March 2011
Discourt rate	2.6%
Salary Escalation	5.00%
Mortality Rate	100%
Disability Radio	0.00%
Withdrawsi Rate	£0% to 7.0%
Normal Petroment Age.	(IC) Years
Adjusted Average Future Service	9.44

129

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED.....

* Tax deposited under protest Rs17.29 lakhs

Contingent Lish@ties
a) Letter of credit outstanding
b) Derrand raised by section department for FY 2010-11 to 2011-12
c) Derrand raised by hoorse 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 *

ORTIN LABORATORIES LIMITED

183.80 27.52% 81.13

\$8.04 33.06% 22,46 77,75 (61,48)

Ortin

2019 2018

1,43 88.20 612,32 606.68

Ortin

Recensitation of Effective tax rate.

Deferred tox access & Clab River

Ortin

ORTIN LABORATORIES LIMITED

TO VALUE OF THE PARTY OF T		(Amount in Rs Laths	
Particulars	For the year ended 31 March 2019	Forthe year ended 31 March 2018	
Current taxes expense			
Domestic	55.76	38.76	
Prior year lax adjustments		9621	
Defende takes inganisel(berwift)			
Domestic	2.04	(52.81)	
Total income tax expenses (benefit)	1 22.0	100000	
recognized in the statement of profit and loss	55.80	0.11	
Record/Vation of Effective tax rate:		(Anoust in Ra Lains	

Particulars	For the year unded 31 March 2019	For the year ended 31 March 2018
Profit before income taxes	183.90	63.54
Exacted tox rate in Inicia	27.82%	33.06N
Computed expected tax benefit/(expense)	91.13	22.43
Effect of	2000	
Expenses not deductible for Ties purposes	60.61	77.73
Exposses dedectible for Tax purposes	191.7%)	(61.48)
Teoritie at Spoolal Flaton	Chorona	
Income tax benefit (expense) for the year	50.15	36.76
Effective tax rete	27,29%	56,95%

ORTIN LABORATORIES LIMITED

Impairment of Trade receivables Balance at the end of the year

Deferred but assets & Liab Rive; The lost of free of significant temporary difference	s that resulted in deterred tax page	ts and lists##es and	
description of the items that created these differen		(Amount in Fig Lak	
Petoám	For the year ended 31 March 2019	For the year ends 31 March 2018	
Deferred tax posatol(liab@ties):			
Property plant and aquipment	(254.97)	[212:52]	
Not deferred tax asserts/Eab/Rides)	(354.97)	(252.92)	

127

ORTIN LABORATORIES LIMITED

Riminotal assets that are neither past due nor impaired. None of the Company's cash equivalents, including deposits with barries, name past due or incusted as at 31 March 2019.

130

ORTIN LABORATORIES LIMITED

For the commence of the commence is to sold increase new conductional speciality for final infrared participation of the company of the compa

| The control of the part | The control of the part | The control of the part | The part

Ortin

2019 2018 3783.40 2228.76

Ortin

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	=	E3	11.10	11.16
Bank overdraft, short-term leans and borrowings*	17.88	17.88	8	94	

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

Annexure-6

Ortin

THE STATE 711

ORTIN LABORATORIES LIMITED

SATHULURI & CO.

CA Independent Auditor's Review Report on Quarterly and Year to Date Unautified Financial Resides of Company Persuent to the Regulation 35 of the SESS (Listing Obligations and Dischouse Regulaters, 2015, as pre-mixed.) Policiania Accumulation
Charles Anderson's
Charles Anderson's
Charles Anderson's
Charles Anderson

Off., 5-4-629%, Supanma Nilayam, Narayasaguda, Hydensbad - 500 027 Phone : (O) 040-27555797, Mobile : 9391585797; small : sathuluri93@gmail.com

Ortin

ORTIN LABORATORIES LIMITED

Milhards 2018.
Contrainty from period for cyclomers generally ranges from 60-80 days. The origing of trade receivables are peat data but not imposed in given below.
Anomer than expose in deserging receivant in the statement of professional states.
Increasing a specific program of the determined grade and into carried as the fallowing country of the determined grade and fortion carried as the fallowing country of the determined grade and fortion carried as the fallowing.

53,TB 38.75 14.51

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

					OFFIC TO LET
Particulars	2020	2021	2022	Thereafter	Total
Long term borrowings-Vehicle loan	16.02	0.08	5:18	5.00	30.19
Long ferm borrowings-interest free Sales tox deposit	*8	=	E3	11.10	11.16
Bank overdraft, short-term leans and borrowings*	17.88	17,88	8	92	

Particulars	2019	2018
Tirtal Date	1947.17	1983.12
Total Equity	2009,39	2407.80
Debt Equity Ratio	0.78:1	0.82:1

131

132

ORTIN LABORATORIES LIMITED

Particulars
ASSETS
Non-correct Statement of Assets and Liabilities
As at 30-Sep-2019 As at 31-Man-2019 (Assets) (Assets) ion-current assets Properly plant and Esperyo Capital Work Expregress 2,119.65 52.41 Connected seasons Investments Other forested assets 8.49 No.69 1,39668 2536.2 Correct assets Seventories 2,783.04 T14.38 33.23 10,385,63 elly Equity Share Capital Other Equity 1,694.6 lon-curred Subdition Filmacial Lickelines Discoverings 175.88 65.91 254.97 52.91 6.21 MLSS errest labilities Financial Liabilities Secreting Trade population Other Steachel Salestines 1,473.29 4,759.65 509.66 74,13 110.54 Provider
Other current liabilities

135

of Cosh Firm

00.00 00.00 00.00 00.75

134 134 (2794) 230 (2794) 100 111 137.44 20.44 447

0.3656

M M REDDY & CO.,

Annexure-7

Independent Auditors' Report

Measurants's desponds by the the Tanadal Manuscut.

Line Cheepsy's Boot of Dissacts is desponds the assume such as location [145] of
the Cheepsth and Dissacts is desponds to the section and in location [145] of
the Cheepsth and Cheepsth and part is made of the view of the Tanadal of Broot
and Cheepsth and Cheepsth and part is made of the view of the Tanadal of the
theory of the Cheepsth and the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the Cheepsth and the
thick, lexification for the Cheepsth and the
thick, lexification for the Cheepsth and the
thick and the
thick and the Cheepsth and the
thick and the
thi

Our responsibility is to express an aphalos on these standalous flowerist on our mela.

We have taken into accusal the possistion 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 Act. These Standards, angles that we comply with abboat The Company of the Act. These Standards and the Company with abboat # 999 20rd Clean Co. Mar., 70 Sector, ISS Larged.

**Security - 500 102 for Non-250-0123. Curl SCENIORIZE

**Security Proceedings of Contraction Contractions

**Employment Contraction Contraction

**Employment Contraction Contraction

**Employment Contraction Contraction

**Employment Contraction

**Emp

Scanned by CamSca

137

- 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 Schinstern and explanations which to the hast of an knowledge and held over commany to the purposes of the make the state of the schinster of the schinst



138

ORTIN LABORATORIES LIMITED

136

- 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 due not have my impotent contracts including derivative contains for which there were an entered for contracts including the contract for which there were any entered for the register to be a resident of the first were as a secondari which we registed to be a residented to the leventure Editorium and Projection Fund by the Company.

Plen: Hydershid Date: 07,09:2019

SCHEDULE: 01

J. Use of Estimates:

Revenue recognition:

ad and Code-specialists at the hagineing of for our lasts and Code regularizations at the mediag of the year



139

ORTIN LABORATORIES LIMITED

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).

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 on 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.

142

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of financial statements:

ORTIN LABORATORIES LIMITED

All ensousiss in Indian II apon except for share data		203.19	2017-18
	Non-	Mar H. 2019	As at Mor 31, 2018
QUITY AND LEARLITHES			
Keinholdmy Keids			
Note Copied Note to cond Surples	- 1	4,220,000	7100,000
Advence Then Warren			
THOUGH THE PARTY		6.0701,000	180,000
net-recent babilities	12.7		- 470000
ing-teet loorestage		- 2	
heteroof too tindelitein (Hel) area torin provinciana		2	
and two leasures	- 18	- 1	
Server State Price			
hid-non hermelage		- 2	
imir Treckfes	4.	74.790	65,60
had have providence		7	757 A
Mer Cornet Lobilities	- 2	74.796	34,000
val Agres	(A+B+C)	4,174,790	716,460
description of the contract of			
had anote			
men North		+	
env: Accomplaind shappycordum / semestration			1
el black		14	
aptal work- ps progress	- 4	-	-
fulnered tox search (Files)		-	
ong - turn loans and ad russes		-	
SECURITION SECURITIONS SECURITION		+	
ther New-Careers Assets		-	
Certific guide		- 4	
Gradories -			
inde neglysistes		V	
advend cash equivelents		88,080	41,396
Stercountstanets	- 4	6176760	175,000 216,480
rui .	(AKHRHC)	60500	236,893
less There are broad to allow or and the ranks to account			
to M M REDDY & CO., res Regionalism Na select (SERVE)	For said a	or Selball of the Box DET LANGUAGES	al of Director of
hatend Accounting (\$100)	3181	OLI SANGRATUR	HONE ELONGTED
1	200	-	
MAN S Channel Co.	30.74		
(Machinethon) Baltimeters	Gadden Fi	lokos Sacoro	200
testing No. 213070	-Chitecoals	4579	JAN DAN
A CHARLES	100		131
			TE Into
lare : Hydrodised are : 67-69-2001		pani. Thip, fff is put	Arapa Track
No. of Accession	(Tribricate)		100

140

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 accordance of the extent of the accordance o

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

(All amounts to hicker Rights mount for shore this is	riftensite march	· water	10000
ALCOHOLD IN CONTRACTOR	Nets	2215-19 Year Deded	2017-08
	No	Mar 21, 2019	Year Tested Marr 32, 3008
(MCOME	7407	760F 21C, 2015	7647. 74, 3038
Consensor (Consen)			
Reverse from operations Other Income		*	
Total Reserve	_	- 1	_
1 mai Reversia		- 1	
KOPENDETURE			
Dywafing Expenses		1 41	1,000
Percent Cent			
Administration seperate Depreciation/amortisation		-	
Total			
Panis/(Lord between ten		-	
First before the			
Perdata he injetion			
- Correct Year Tax			
- Deficiend too		- 4	
Total tax organis			
Prote/(Len) from somiraling operations			
Solven benight forward from provious year.			
Reference conside to Balance Where			-
Date:			
Weighted Number of Stuces	- 1	631000	10,000
Nothinal salar		36	10
Notes to accounts	40.00	Later Contains	
The Nature referred to shorecand the month to exceed to	tion or tragged pa	rior the Profit and	Loss Across 6
I W M M SEDDRY & CO.			
First Registration Number: 8000715		of of the fluid of t LABORATORIES	
Chartered Accountantactives	ATSTER	DARCHOO DRIES	LIMITED
A DOLL		-	
Mr. Ormania			
M Madamaria Say Say Say		Goddyn Verton its	*it*
Manufacology No. 273077		Dienite.	01
season of the views		consequences	2
Piece Historial		Marion	PARTO
Date: 1 (0) 49-2029		Sidenterrana Rais	Brokelle.
		Director	HIDERS

141

ORTIN LABORATORIES LIMITED

II. NOTES ON ACCOUNTS.

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

- 8. Contingent Liabilities : Nii
- 9. Fereigs Exchange earned and outgo : NII

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. Reposs)

Particulars	
Statutory Audit	23696
Total	21600



Annexure-8

4,180,00

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

15. 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 MM REDDY& CO., For MM REDDY CO., For MM S. VINEET LABORATORIES LIMITED

146

147

ORTIN LABORATORIES LIMITED

	2019.20	3035.39
	And	9665-05 56.00
	Sept 34, 2000	Mar 31, 2019
Hote 2: Share Capital		
AvitationS 43000 Emile Share of Sc 807 mark		
4000 Liping Shares at NC 10, mark	£101.000	6.300,000
inner, Subunited and Path ay		
43000 Equity Sharet of Ets 30/- each	-Executed	6,000,000
	6,306,000	419000
Enterwell-after of Managestates drug of the beginning and at the end of the represent passed		- 1
Equity Obsess contributing in the Sequencey of the year. And Addressed obsess belong the base the year.	(4)	30,480
Lett - Month Andrews proced discharge She press Lett - Month Andrews discharge She press	-	100,000
Later Monte Andrei Steinig the year Expelly Shades middledding at tim-dwaing of the year		
	- 2	0600
Technolights attached to equity shows		-
The company has only one class of opery sharm buries a pay rather of Ks.		
18) - per share. Each fulder of equity shares is existed to one total per share.		
in the extent of liquidation of the company, the hiddens of equally observe will		
for entitled to mostics		
remaining assets of the company, ofter statetheation of all particulated	- 1	
stocosts: The Asketholium will be to proportion to the mander of equity skerne held.		
Names of abstrated data holding must then TETs shares Equity Shares	No of Shares	No of Sheen
Placeholder bodds more than 37% thoses at the company		
Daddale Verkele Remons	33,660	51,600
Gooden Verkets Rems	State	21,000
Abus Marga Resu	34,650	34.650
Aliyi Pyshishara Reju	36,400	36,600
After Stythill	36,400	34,400
Vehinu vera Prasada Ras A. Srinivasa Rasu	53,480	33,600
A. Ormosa Raju 5. Subra Honovana Raju	34,638	34,450
P. Kehera Ratu	36,000	30,000
Mural Mohar Kanalas	55,000 55,000	54,790 Mc/HR
F Vertute Kristryan Raju	16,750	16,756
Note 3 : Reserves and Rogiles Control Message		
General Reserve. Solver as part list acquait		
MANUAL DE LIMITATION AND AND AND AND AND AND AND AND AND AN		*
Capital Reserve Perform of charter on Capital Reduction		
Prefit & Lase All Suspine		
Selvanor in the appropriat of printing feets		
Letes Letes Adjusted on Account of Capital enhances		- 31
Addition during the year		

148

ORTIN LABORATORIES LIMITED

	2215-20	2015-19
	As # Ser 31, 2019	Mar 31, 39
Note & Trade Payablas	7,9,000	
N.M. Bolloy & Co. SER-MAN-CS	23,600	23,6
Version Copital and Corporate Investment Pol Ltd.	27,990	42.6
	51,510	74.7
Note 5 Other Curvest Elabilities		
Ortis Labourostes (Jul-Livis-II)	9	1 6
Note 6 : Cash and cash equivalents		
Cath in land	26,330	36.5
Reference with actual alrel launics On customic accurates	6333	
On deposit accourse	7,474	32.6
	61,864	65,0
Note 7 (Other current assets		
Central Depository services Ltd	9,000	4.0
Mattental Security Depository Services Ltd. Order Laboratories Ltd. United	5,000	9.0
Miles Expense anne	3,715,500	3,720,0
Profinitery Econose	1,000,000	
Creeded ReseCDSL/NSDE-MISCERUP	36,000	36,0
Incorporation Euphysion - Missi, August Office Malamesiace, Miss. Euperent Asset.	27,138 8,400	27.2
Printing & Statione (Misc Asset)	544	1.6
Professicoal Charges - Misc Asset	60,544	10.1
Atota flere	45,600	45.0
Birk Charger BOC Hilling	\$36 192,000	- 1
NA. Hedg	4,107,2%	4,169,7
	1,160,726	9,349,7

149

ORTIN LABORATORIES LIMITED

MATHESH & RAMANA CHARTERED ACCOUNTANTS

Place: HVIIEBABAD Date: 51/08/2817



150

ORTIN LABORATORIES LIMITED

M M REDDY & CO., Auditor's Cartificate on accounting treatment in the Draft Sch. Arrangement

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

Annexure-10

VALUATION REPORT

FOR

ORTIN LABORATORIES LIMITED (OLL)

April 2019



Falsation Report, April 2019

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 of Computers, United as Highest Re. Regional Office of Computer Journal of Lindels (2-2097), Consul-fren, Start No.4, Capathilat Colony, Non-Hald's Torpic, Darnipals, Hydratal, Tolonya, 1997. In dia year 2018, MAN Vision Lakouseatha Divide Limingd has been merged with Orin. Vision Liberaction is to established filing howeverdates manufacturing and, majorly involved in the proposition of instrumediates for ANT-BETTON VORES, and LIPTO LOWEREND AGENTS While is keeped in Coverage II, Nigapot Dimites. The membershesp is will a colorage of Montacion Tiles and Control of the Control of th Corpus; Brag, AT Jermoducies mandameing art has been craftled at 66350 3001: 2006 comparies by Det Needer VERTAS, The Necharland, for its quarky options (tomageness which above the quality constitutes to deliver box quarky professe. 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 3 M Madbusydhana Reddy Registerad Vicini

155

ORTIN LABORATORIES LIMITED

154

Strictly private and confidential a metalell, the key elements of Coorguny Quality Assurance Stofers are: entace, the Acy demand or Ambardy services and activation of the Charles of Tacking Tacking Tacking Control of the Charles of Ch Complains
Onliny System Results tracking and impr

Full Name	DEN//PAN	Designation
Gardan Venkata Ramana	00031873	Managing Director
John: Radinierichna Panduranga Rais	00294746	Director
Murah Screbno Murthy Sanisa	00340630	Managing Director
Motum Krishna Murchy Senita	00540705	Wholetime Director
Hickey Venkutesmurka Sarika	02010148	Director
Stitrivasakumur Sonka	02010272	Wholetime Director
Satvananovana Raia Efrapethiraiu	02697850	Wholetime Director
Satsanamora Baja Bhapathirola	ACEPB4069N	CFORME
Kayoory Pradyumna Trps	00074013	Director
Seshagiri Tirukkovalluru	06715818	Director
Gopol Heddy Bheemreddy	06716560	Director
Thorstonn Uma Sangerthii	08120320	Director
Sturrari Brrapest Shinde	CXVPK1282N	Company Secretary

6 M Hashmudhens Reddy Registered Valuer

1

Strictly private and confidential We have carried out a financial maryis of the audited financial stansment for the year order. 11th December 2013 and the audited financial numerous for the year ordes 31th March 2018, OLL's performance-mainly deputs on sale of formulations and API intersociates.

ORTIN LABORATORIES LIMITED

157

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.

Cox of Sides is Rs.5550,70 lidds (79.87% of sides) in the year Dec 2011 as compared to In.5759.67 lidds in fiscal year Metch 2015 (7).80% of sides) and includes corn of ma-materials, cox of services, production utilif coxe, communities, wages and other draws measures.

med Administrative Expusses were Bas 1753.A5 laths (14.51% of solist) in year Dec 2018 companed to Bo. 1438.84 laths (17.50% of soles) in Year March 2018. They believe dropes costs, travelling and communication populates, employed welfare communication forms of the property of the communication of t

Employee Benefit Expenses were Rs. 288,14 lidds (2,38% of sales) for your Dec. 10 lit as compared to Rs. 332,28. lidds (4,00% of sales) in your March 2018.

Operating gradios (EBIDTA) of Rs. 197.04 highs (3.18% of sales) in the year Dec 2018 as compared to Rs. SSS.25 highs (7.22% of sales) in Year Musch 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 \$6,30,49 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.



160



158 ORTIN LABORATORIES LIMITED

ppanistal Projections The finiatial projections for a Sylvina are shown below:			2019 to 31	March 2023	the the hold
Prejections of UNIT-1 (Form	dation to	lig:		-	
	2018-19	2019-26	2639.21	3825-22	3912-33
Jacome	908.12	929.33	1,068.73	1,229.64	141346
Expendings			Enderlo.	1,227,84	1,413,49
1. Operating Cost	408,10	499.31	539.71	623.67	713.77
2. Direct exposses	36.31	41.82	48.09	16.55	63.60
3. Personnel expenses	68.69	78.99	90.84	104.67	120.14
4. Sales & Marketing Sup-	2.42	2.79	3.21	3.69	4.34
5. Adres Expenses	4841	45.47	53.44	61.45	70.67
6. Other Expenses	121.11	599.40	160.71	181.16	212.01
Total Expensions	677.20	778.78	895,60	1.025:94	1.384.43
Profit before Bep, laterest & Tax	130.94	150.55	172.13	199,10	228,97
Depreciation	21.54	21.54	21.54	21.54	21.54
Parafit before Interest & Tax	109,38	129.02	151.60	177.57	207.47
Firenza Cest	16.45	15.80	85.15	84,50	83.8
Profit before Taxation	22.92	43.21	66,44	93.07	123.58
Provision for taxation	6.88	12.96	19.93	27.92	37.6
Profit after Tax	16.05	39.25	45.51	65.15	86.51

	2018-19	2019-20	2020-21	2021-22	In Lakha) 2022-23
Income	13,956.23	12,554.04	15,161.74	13,840.83	14,530.87
Expenditure		102	1000		100
1. Operating Cost	9,624.77	10,106.00	18,611.30	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	267.63	276.82	290.66
4. Sales & Marketing lap	119.56	125.54	64735	DOMAI	145,30
S. Arima. Expenses	112,000,000	y seemen	(3) m/3	10	25/201

ORTIN LABORATORIES LIMITED

he sharekelding pattern of OLL 2	1 at 31 ^a December, 2018 is a	s under:
Category of charchelder	No. of fully poid up equity shares held	Shareholding as a % of total as, of there
Premote: & Promoter Group	59.01,306	34.807
Pablic	1.10.10754	
Shares underlying DRs	1,110,397,34	65,165
Shares held by Employee Treat		10.72
Non-Franctic-Non-Public	-	
Total		10.00
2 1625	167.46.400	100.001

The date of denergy of UNITS (AVI) here of him 4 flort, Dong Merstennely Livil of ULL (Dongsey Corpusy) is considered in December 31, 1928. In other is denerity of ULL (Dongsey Corpusy) is considered in 1920 and 1921. In other is denergied to the containger fine of period in the ULL 2018. In the Containger fine of period in the ULL 2018. In the University of the measurement for the period black 13, 1928. In the unashed force in the date of ferenced instances for the period black 13, 1928 and unashed forcered in the control for the period black 13, 1928 and unashed forcered interests for the period between 6 of the University of University

193,40,400



159 ORTIN LABORATORIES LIMITED

Strictly private and confidential

Velustion Report, April 2019

Strictly private and confidential

As at N of As at % of 31,12,2018 Income 31,03,2018 Income

As at 31.12.2018 % of Assets 31.03.2018 Assets

1694.04 33,108 1694.04 52,675 647.56 29,935 73,777 22,285 790.05 3,908 148.56 46,15 799.04 3,378 352,82 7,895 338.61 70,918 95,11 22,335 3190.14 100.00% 3256.10 100.00%

2051.38 45.245 7003.40 62.538 18.77 0.538 40.31 1.298 7.922 0.538 7.64 0.29 104.43 1.295 99.25 1.298 20.11 0.668 11.57 0.295 39.6.14 20.003 99.4.40 23.598 1990.14 200.005 0.34.40 100.008

or oxiger of Met. Vincet Laboratatics Pre Lat lede the Conseque operating with distinct Lorentalismostables. In Unit L. and APAIntermoducies, are in Unit II) under one space. Now the both units no Reconsing well and maring macentally.

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.

Oll, advers to vaccour procedure design and controls to entare that the Product is of the conjunct Quilty. This is by conque Quille American Department which is not expept with the trans a shaping in Homeson, CAL. When the basing of The Main is better and Paramotopous's Specifications for each stay from the storing of The Main is better and produce, it is worthforted and without the or special less was region. Proceedings of produce, it is worthforted and without the or special less was region. Proceedings or specific signatures, quality resign, resentancing gooderen, classing conclusive con-

speriti inguinen, outly testing, restricting goodenen, matting processors or Alb the ends they are used for Minnespie & Minnespie positionists, Playsbenical Scienting for the presence of Acadity Secretary Secretary Secretary Analysis of the Herceckia etc., and shortly secretary and the secretary of the secretary of the Herceckia etc., and shortly secretary of the secretary of the secretary of the Herceckia etc., and shortly secretary of the secretary of the secretary of the Herceckia etc., and secretary of the secretary of the secretary of the Herceckia etc., and secretary for the secretary of the secretary of

156

ORTIN LABORATORIES LIMITED

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

| Section | Sect

Key Financial Information: Balance Sheet (consolidated):

g M Madhusudhana Reddy Registered Valuer

etin Laborotories Limited

Battern Overview

Total
Application of Funds
Fixed Assets (net block)
Capital WP
Investments

Other Financial assets
Other Financial assets
Other Non-Current assets
Met Current Assets
Total
Source: Audited Strangial statem 7 M Moditusuthons Reddy Registered Valuer

Our Values

Lin Laboratories Limit	Strictly pr	Strictly private and confidentia			
	956.50	1,004,32	1,054.54	1,307.27	7,162.6
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	14,369.5
Profit before Dep, Interest & Tax	298.91	113.85	329.54	246.02	243.33
Depondation (SLM)	109.50	109.50	109.50	109.50	109.50
Profit before Interest & Tox	189.41	204.35	220.05	236.52	253.83
Pinance Com	137.87	137,87	137.87	137.67	137.83
Profit before Taxation	51.54	69.48	82.18	98,65	115,95
Provision for managing	33.40	38.78	44.43	90.96	56.55
Profit after Tax	18.14	27.71	37.75	48.30	59.31

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 neares of the business,
 Listing and liquidity of the equity,
 Economic Expects to which the infanty or the company is operating and
 Easter to which and comparable company information is available.

Eines un withit set compressed ecompact inferention is unstable.
 Bern with of this exercise could say significantly depending page to the bash send, the specific occurrances and preferable legislates of the whole. In pages of group the second occurrence of the second occurrence of the second occurrence occurrence of the second occurrence occurren

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.

Strictly private and confidential

Rt. In Likhe Re. In Lokhe

1,523.28 0.08 2.08 6.33

(122.94) 7,470.60

1,108.95

Strictly private and confidential

189.73 (102.02 (195.07 93.9) 90.56

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 Tay the collection of the Nation Award Lye to District Award Award Lye to District Award Award Lye to District Award Awar

Strictly private and confidential

unted Cash Flaw Method (DCF):

The OUT maked uses the finance due cash, finest of the distals discounted by the weighted average cost of copies is namice in the power value. In general, the DET restands is a stong and which acceptate substates port; as it reconstructs and costs generally prescribed of a benieve, considering that the method is based on their potential and in which succeptate, we have included this approach in the valuation contains.

Using the DCF analysis involves determining the holowing:

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 of the company is capsulated shall and malely-dipropolate discount may to be applied to come flow i.e., the mass of equiple.

This discount man, which is applied to come flow each forms, alsead under the appointment will the equal product flowersh gather follows and Lamina h. weighted by risk on it will the equal product flowersh and action has been added to the equiple equitation of the time of public date company. The appointment is the equiple provide possible that he may of flowersh the equiple provides operate on our so, either excessions of equipments mile.

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 charse of the company.

We true caried out fire voluntes untipole to described above, brand on the Submercaria interaction of gring assume the the bearson and the manifestation. The stratistic analysis and the interactions and the consequence was grown before the stratistic analysis and the interactions and the consequence was grown better and the stratistic analysis and the interactions and the consequence of grown and the stratistic analysis and the stratistic analysi

PATICULARS
TOTAL Assens (Targillo and intensibile)
Copolitions in prayers
Total based and plong
Total based and plong
Total based and plong
Serio Committees
Other Tananal states
Committees
Total asses
Total asses
Total asses
Total asses
Executings
Serio Total asses
Serio Total asses
Total asse Total bosoverings
Net worth - nane[univel
Trace Configure Lindelities
Lass: Sist, superiors (grached)
NET ASSET VALUE
Source Audited fromted underects of UNIT-1

ries Limited

Method I: Net Asset Value Method (NAV)

Method 2: Discounted Cash Flow Method (DCP)

Followard Free Curb (News

For the purpose of valuation neartine, we have no from the financial year 2019 to 2023.

CHI WATER Verter Con Report, April 2019

164

ORTIN LABORATORIES LIMITED

163

Strictly private and confidential photos Analysis: UNIT-II

photo carried red the valuation analysis as described above, bosed on the facility

graphics of gaths executes for the battlets make consideration. The detailed wash

of constraints make these purpose are given below:

Method I: Net Asset Value Method (NAV)

po order to names the NAV of UNIT-II, we have used the AuxStad frauerial statement for the querter ended 11° Dec 2018. The estimated value arrived under this approach using the standardiscent funds of Net Aments owned by the healerson as as 11° Dec 2018 is Ru3427-47 likely.

PARTICULARS	Ry, In Laking	Bp. bx Lakby
Total fixed assets	1,667.06	
Capital work in program	16.77	
Total fixed assets (Net)		1,683.83
Investments		7.84
Non Current assets		19.09
Other Firancial assets		71.43
Current Assets		× 471.00
Net Cursent assets		2,966,31
Total Assets		2,966.11
Samwings	0.000	
Secured Louns	110.53	
Uz Second Loans	278.63	
Deferred tax liability	14952	10000000
Total homoseiner		558,69
Net worth - unactjusted		2,425,42
Less Continuent liabilities		
Last Misc expenses		- Control
NET ASSET VALUE per abuse (DNR)		27.56

Estimated Stor Cosh Flams:

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



166

ORTIN LABORATORIES LIMITED

Ortin Eaboratories Elmited Strictly private and confidential

Particulus	Projected axes 31" March						
	2019	2926	2021	2022	2623		
Free Carls Flow	2930	15045	189.81	167.50	111.50		
Yes	1.1	2	- 3	4	- 3		
Discharie:	4,8929	6,7972	6.7138	0.6355	9,5674		
Present Volume of Card Flores	36.60	129:10	E35.00	104.14	65.54		

Discounting factor

The discouring factor considered for amining the precent value of the free much flavor to the equity in cost of equity, since the free costs there in equity standards have not estimated. The nest of equity computed using the Capital Assets Pricing Model (CAPM) using the formula:

Half, they must of return I ton been estimated on the year believe Generation to the girld, mealest return is braced on the return from I return neck mealest winks source a beag turn in Basted of global and that a corridation in Brasel are compared in such long traced in Beaching Section Charleston, against the Senson, for the last year, Bastel on the Brase where he have consider four the discount focus for UNIVI 20 at 50.7% to exclusive of officessating, factor are given before for the UNIVI 20 at 50.7% to exclusive of officessating factors are given before

Risk floe rate of sours	1 8.70%
Bes	1.00
Market one of seaso	12.00%
Cint of Debt	13.50%
Discounting Engine Househard Maloch	4.67

Terminal Value

15 At Audhosothora Reddy Registered Valuer



Strictly private and confidential

167

ORTIN LABORATORIES LIMITED

general contraction, nothing the cross is our interior to effects that the provide rost restrictly released / income or world as after resourch passes which is loss the report. We do not relevant or world as after resourch passes which is loss that the resourch that passes which is the third through the contraction of the inflamentary relevant to one of the or world resourced the contract which is now common terminates explication. The resource of the contraction o

No irrealigation of the companies claim to the of cases has been made for the purpose of this review and the companies claim to make highs has been assumed to be valid. No consideration has been given to learn or mean-intense supinal the cases, beyond the lastic discharging the consequent. Therefore, no reposable figurances of the cursor of a hand consequent and the consequent that consequent the cases of the cursor of a hand consequent to the consequent that the case of the consequent that the conseq

We have not conducted as provided an analysis or prepared a model for any asset and have wholly refind on information provided by the component in that regard

We awa responsibility to only Board of Directors of O.L., which is

ORTIN LABORATORIES LIMITED Andreteries Limited Strictly private and confidential

- one giese, cuprement in scenas of cush regularizata,
 which supports would disting bands,
 maked supports bounded the support bands,
 moreous a hypothesis while, not all he impre sent a hypothesis willing and
 able teller
 Action 24 were long-fit in on open taid support and analysts,
 where some computation to tay or self and
- gipen both have reconside knowledge of the relevant facts.

Premise of Value

The Promine of Value is "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 manifolism distribution 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 bacome approach emissions the value of the Company on the bests of its business of remainded its ability to serve the deterant

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 the contraction of the region of the region for the region of the regio

169

We do not occupy any liability to pay third party investaling to

CX. M Madd house the second Registered Valors Bog. No. 1881, 1897, 16094

Discounting factor

Ortio Laboratories Limited

Source: Provincend financial sou

Particulars

to Cash Flow

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

Bilk they rate of relate has been contented on 10 year Irolan Government load jield, mades, ratem is based on the relates from believe suck mades to late over a long term bildsted printed and lasts corrections: it have on compensation used being believe to its freehing book help, against the School, for the last part, Rigord on the above we have weeked as at the discess. However the last of the last part of the

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.

Rick from rate of return	8.996
Dota	1.00
Marfort rate of setum	12,00%
Cost of Debt	D.50%
Discounting Factor (Terminal Volum)	0.50

The terminal value refers to the greatest value of the business on a gaing concern basis beyond the period of projeculests up to perposely. This value is estimated taking like business growth is sent of the intertry and consenty. Book on the factor speaked to the concept period on the factor speaked to the concept period of the intertry and consenty. Book of on the factor speaked to the concepture or mentioned ablose, the force each flow to the capitly shaucholders where conducting all terminal value is \$1,009.23 bids.

13 M.Madhusudhene Reddy Registered Valuer



165

ORTIN LABORATORIES LIMITED

Strictly private and confidential

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.

Exchange Pauls

We have neighbor weights in NAV & DCT methods to move at the stronge values of myshy.

We have neighbor weights in NAV & DCT methods to move at the stronge values of myshy.

And the or face Unput and UNPTAL We form given the NAY Ance Value neighbor would at 19th as 1000 in this met 17% weights given given the NAY Ance Anderson of the three methods are which in these times execution for fatery bushases potential, it is fixed into forecast.

***POTCAL**

	UNIT-1			UNIT-II		
Particulary	Weight	Value of the Rustness	Value of the Desires	Weight	Value of the Business	Value of the Business
Net Assett Value method	825	20,10	725	0.25	2,427,62	101.80
Discounted Cash Play method	1.75	1434.00	1,068.02	6.75	907.14	66535
Value of the Beniness	1.00	98/10	1,005,00	1.80	72075	1.187.21
No of equity shares outstanding			81.31			101.00
Value per chara			13.22	1 - 3		14.61

Bood on our valuation of book Units and m a contribution of all the relevant Botton or virtualizations are decisional and satisfies helmodrow, upon to clear bosons effects on the lettles of 100 equils justice of the remainst when of 18, 100 on the 1 Cell. And 18, 100 on the 100 and 18, 100 on the 100, 100 and 18, 100 on the 100 and 18, 100 and 18, 100 on the 100 an

The effective date of valuation is December 31, 2018.

Standard (Definition) of Value:

The Standard of Volue is "Fair Markot Value". As defined by Statement on States Valuation The Storiant of Youth B-rest states of the Visitor IsFer Visitation
Services Issued by the ICAAP, "the Fair Market Visitor IsFer Visitor IsFer Matthewarkshire Reddy
Registered Volume
Mathematical Services
Registered Volume



168

ORTIN LABORATORIES LIMITED



M. MADHUSUDHANA REDDY. RGan. 15% for FAREA III Insolvency Professional & Registered Valuer

[Her Into Intoleto & Bearlogo's Section 2016 on III], detented or Temad American Section 1011 (1912) for the Section 1011 (1912) for the Section 2016 of t

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

Sub: Valuation Report of M/s. Order Laboratories Limited (OLL)

This has reference to the draft octates arrangement Decade (first) with stack exchanges to the case of M/s. Orbit Leberatories Liested (SCL), we hereastly po-vuluation report weekings, relative fair morest value per share and fair such aces the following.

Computation of Fair Shore Exchange Roller

Valuation approach	Formulation div	IL- tief) amount	Persulation divisions (Unit -fil	
	Vidue per share	Weight	Volue per shore	Weight
Net Assets Value: restload	0.09	23%	A.ST	28%
Discounced Cash Flow method	13.13	75%	7.72	75%
Market Approach	1	-		
Relative Value per share	13,22	100%	14.61	100%
Exchange Ratio		48	62	****

Market approach to not applicable sait is subame for De-merger. The trading of the company such be bifurmed inspecs the Unit -0. A Unit II.
 Detailed Valuation Report under Front III has specified Valuation Methodole and Analysis.



G-8, Armethe VEIs, Cop. Tacheds (Soupins), Rightares Read, Semajopels, Hydrochid - 900002 Phase: dat 314(2830), Moledo: 491 944877355, E-mail: reconditional great over

Annexure-11

QUINTESSENCE ENTERPRISES PVT. LTD.
SEBI Registered Category-I Merchant Banker

The Disert of Disoctors,

26.04

orkepons systemous (2000), helangera Flar Bound of Misrocraes Areset Lakerspecies (Latitud) y, No. 11/AZ, Salade Hagas, Nordy/Kill, Janus Kunta, Estroprocessa Najeun,

For former options on the Equity State Endowment personnel of the West of Intelligence In the nature of the American of Intelligence In the State of Intelligence In the Intelligence Intel

Door ties

Wy, Osietrocesso Exterprise (Nr.184, 20072), reference and inter-most offer deed, 2017 which has been dely accepted by no by your machine little found of 184 Accepted by no by your machine little found 304 Accept (whenday you have appetited) on a set independent floration floration. Bearing in the found of the property of 2011 Ground his Children for The Children (Paris 184), and the children floration of the children floration of



Marcia Office: \$2,73(2). The Pro. Vict. To the Library State Programmer. Foresteed Coding Symposium 1982 (1994). Annual Academies Adv. Coding Symposium 1982 (1994). Annual Academies Adv. Coding Symposium 1982 (1994). Annual Coding Symposium 1982 (1994).

172

ORTIN LABORATORIES LIMITED



Herrhant Banker - Quintumence titterprises Private Limited (QEPL)

USTL Street in 1890 is a Catastry I, Monthest Banking Company, shood in Mylaradias, Tolangaia, contag fo registered effect and Carpinesia office at 6-2-24/27 July 1903/25 Street, Gellen Creen Apartments, Terramond Calleng, Halverina - 509 Mil. Prince 1881 - 255/40744

It is not to represent the control of the control o

- A supplied for Encorporation Certificate: Micromondum and Articles of Association of OLL.
- elVIL
- 2018 and auditori financinis upos 33/42ecomber, 2018
- 17 and 2017-18
- Prosections of both (Arts of the Company tochology graft it laws account belowee short and each flow analysis for the Transist years ending March 71, 2019 to 2023.
- Weisster Begriff itted UPAget. 2019 by EA. M. Madhacadkaus Enkly Bagettered Vision Dep. No. 1989/IN/05/2819/10954 G-R. America. Villa Communication of Communication (Communication).

iground of the companies

(i) their following is faciled [Thereiged Company] over originally interpreted as a private fixed company in the name and other "Only Laboratories Private Laboratories" on 27th days of theirs [1986 value for private and the Companies Act. 1986 and also because it successfully controlled in a Public Laboratories originate of the company on the record "private" was also too for another of the Company on 22th January, 1985. This



173

ORTIN LABORATORIES LIMITED



Engineerd O'O'Lour d'in compange lucinated et la Nor E.4.52/75 (26/LOT) O'graDiráspiano Fish, Sarbayero Bylorindei O'0027, Tukagasa, Toe desemple
recepto y recepto in cita bisharo et monitorium; prospor respe y
pharmanerosis Energiadas, NO (International Lender) erropero respe y
pharmanerosis Energiadas, NO (International Lender) erropero respe y
particulario de la Respecto de la Respecto Company en Josepha de la Respecto de la Respecto Anni International Lender (International Lender) es 164 Lender (International Lender) (International Len

In this year 2011, Thorn Authorized, Prison Second, III.

SENTINGENSITYSEN'S number company has the Park E. Weller

Laman, who it is more and makely two excepts with three America

Laman, who it is more and makely two excepts with three America

March (LTMALESTATION-SENTIMENT-SENTIMENT-SENTIMENT-SENTIMENT)

Which Collect House, with a way the Title I, is, is more II is some just and it is not a sent of the prison of the Collection of the Co



174

ORTIN LABORATORIES LIMITED



Laborations Labried are benefits presents at the resulting Designer, to the second property of the constitute is designed to the property of the constitute is designed. Laborations Laboration Labora

VIMINT LABORATORIES LIMITED

WHAT LANGUAGE AND A THE AN

Entiresh of the School

(0 This Stheme or generated under Sedimen 220 to 232 read with Section 66 of the Companies Act, 2013 for reacher by way of Demopre of the ARI Intermediates Frontian of the Democracy Companies (offered an democracy Underwaled) of the Democracy Companies of the Companies and Companies and Companies and Companies of the Section Companies of the Companies of the



ORTIN LABORATORIES LIMITED



- [6] The Densempt Company has presently 2 (Intel) Delicate transfer formation finding and API Intermediates therein. The Emissionist Softway is the Model State Company and the API Intermediates Softway is the world but Company and the API Intermediates Golden's to being open transpir the Batte Batterie of 15 00-100. Softway Philips, Converged Note (Intermediates) and ottowards age in current structum, the Densemple Companyon on the Battery the API Emissions. The Densemple Companyon on the Battery the API Emission Companyon in Companyon Companyon on the Battery the API Emission Companyon Companyon on the Companyon Companyon of the Companyon Companyon on the Companyon Companyon of the Companyon Companyon on the Companyon Companyon of the Companyon Co
- [13] La order to acciono efficiency el agentistos and injunigement und with the infeat all sulgrough the histories operations and existing to the librarigad coragon, the principal coragon of the insulgrough to the finesteeph of corporation and insulation and motion most value of some agent and one of motion most value of the corporation and insulation and motion most value of the finest principal corporation and the corporation of the corporat
- a) The nature of stok and count inverted in the harmon of API inversables. Distance is distinct. From the Persolations Obligate, Please, results of API intermediates Distance when the API in a distance of API intermediates Distance Distance and a distance in adaption of the API in a most colonier content on a form on and appeared independently and in a most colonier content on a form as more professible to adaption for the form growth and disolations in a few proofs of adaptions for the forms growth and disolations in a few proofs and disolations.
- b) The massive seal mosting of the decomposit authorishing of the Dorweger's Company to the Scouling Company through this Scheme is with a vitue in satisfy, the scene are value of both the Companion.
- The said transfer of Strütztsiding result provide groups Scottliny and well-liky on the agentineal and Resolutio performance of both the distinuous and would be only the structure of training and the same of the structure of the structure of the same of the

Salraess Ophnism

As per the valuation report of the Registered Valuer CA M Mathematics beilty registered under [180,100] [65,74157] [6664] uniting his effect in C-6. Amenda Villa, opposite Yankodo Repelat, Pathemon Heart, Schmiggeid, Hydersder-CO; scharessible: of 180 equity-shares of the constant value of 85, 103 ceach in OLL will get in 80 equity-shares of more all values of 86, 103 ceach in OLL OLL will get in 80 equity-shares of more all values of 86, 103 ceach in OLL will get the schare of more services of some of more all properties of 86 experiences.

176

ORTIN LABORATORIES LIMITED

It may further be noted that in an insymmetric oball for baldity of Quadrature Europeius Private Limited (QEPL), its discours 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



ORTIN LABORATORIES LIMITED



Sc. 10 /- each in ((Roughing Company/Univil) (419 Interspektation & Bolls

We Quisinusces Enterprises Private Limited have reviewed for Vidualities Report and between the be fair, and resembles from francial and commercial power of view to the helders of the againty shame of the Company subject to due

Limitation and Careers of the Formers Opens

- It is the responsibility of the Board of Directors of the company for wourie compliances in connection with the proposed proposal. Our role is to cover the Valuation curved out by the Dephinted Values and comment on the Palmet
- 2. One interest oppose is benefit on the information may be reclaimed to any of the exceptionary of the ... Any advances, transport on the framework and offer determining promotion to account whether the countries of countries of the countries of countries on countries on countries on countries on countries on countries on countries of countries of countries of countries of countries of countries of the countries of countries of countries of countries of the countries of the countries of countries of the cou
- The inferroutive contribut to this report is infector and in output in opticion expansions, irritation and minimized. It does not purpout to contain all the subcreases recipients any resport. No obligation is excepted to provide inschiptive till on vary thereto options:
- 6 In readering this Opinion, QEPA has not provided topic regulatory, to accusabling on actiantial abrico and accordingly QEPA does not instruce an emparability in expect thereof. Further QEPA has accounted that the propose will be implemented on the servers and conflicted an our earl without any material.





 We further dictors that we do not have any direct or indirect inspect in the Companies / spects which.

175

- 6. This report is intended only for the sole-use and influentation of the company on its absorbeiders only in connection with the Denenger and saling the the pumpos of absorbing judicial and regulatory operands for the turns.
- 7. We care not comparable to any comp to sing a filter personal prime for any distributes at the contract personal prime or party beams on the respect, they present primer translang to a provided filterator for first translang to the filter personal transland filter transland for the comparable contract to the primer transland filter comparable contraction for the primer transland filter comparable contraction for the subsection filterator decision for commentation filter over markets for the primer and comparable contraction for the primer and comparable contraction for the primer and contraction for the prin
- It is berely needed that any repredictions copyring or observate quoting of the report or any part thereof, other than in connection with the proposal or
- Our augistion and resultine and energy with to the date of the speace and the most considerable and parties to these. This requires to be of the section of the section of the date of the section of the date of the section of the

178



rest timbed

November Chemokee
Lassage Outline
Exception December
24.19.2019

Years taintely by

ORTIN LABORATORIES LIMITED

177

- 3

Annexure-12

COVAMA CARDINOVI SARVINI DE N. Company Secretary, N. Sarvineso Ltd. No. 244 (122) (45917)

Di 40 34-4 (20) (4)/41 () Doe Britistoire Part, Behale Hyperskut, Telangano 50007

Bail: Calestra March Matter Inspections the Easth Stuberrand I Servenuer of Settle Lieben Maritim Lie May Mared Lieben Matter Lieb Settle We want in recold of Onth Scheme of Derecoper of Onth Laboratorica Lieben delic Viscot Liebens

We give in receipt of Dreft Scheme of Developer of Crish Laboratorise Limited the Vileyal Laboratories Limited filed as required under SERI Classia No. OF DICKLOSIS, 00 (100) event March 18, 2017; SERI visit as within disease 2.6% 19, 2019 has lever also given the Scheme; contributing upon the dreft scheme of paragraphs.

- "Company to sensors that applicable information pertaining to the undated entity Vinest
 Linearizates (Antited in Installed in the faviral apacified for deintiged prospectar on
- "The extreme stad disclose the proposal of mulassification of providers in detail and obtain, discribibles agained for the same in terms of the printinger of LODI regulation."
- "Company shall arrive that accidious information. If any, submitted by the Company, after thing the submer with the about exchange, fairs the date of receipt of this latter is charging in the work of the contraction."
- charinged on the websites of the beted company."

 "Company shall duty compty with revisue provisions of the Circulars."
- "Company is addited that the observations of BEDEGLICK Exchanges shall be interpreted in the polition to be filed before Sciences Company Law Tribunal (MCLT) and the company is obliged to bring the observations to the notice of MCLT."
- If is to live noted that the perform and flex) by the company before NSLT after
 processing and communication of increases/observables on dust scheme is
 sittlifying ancient accommodation of increases/observables on dust scheme is
 sittlifying accommodation of increases and exist in
 processing and commodation of increases.

representation on resistance under section 20(5) of Curingsamo Act, 2013 to again for the conservate intercrations (expresentations."

- To provide positional obtaination, if any, just absorbables along with ranks a documenta to the landwage for further described on its laterage velocity.
 To render that indifferent interestion, if any, just indeed otherwist, along with visition documents and described on their (promoval) velocity.
- a ign of the access, we havely solved that we have to planned operations will listend interested to have wishers having a favoring are laterage designated toward attempt experiments which the presence of child purposess, or so in order the company is the first perfect with results of all the presence of child purposess, or so in order the company is the first perfect with results (all in harder, when againstee it the operations of identified in order to be preclip the consists in the manufaction, and is settling approve of the notions in order dischools provinger and unique.

180

S&P@3SE PRINCE OF THE PRINCE O

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 Schepes shat contain his los to the life being the drop perfectables in given by the disappeared which accordings
- "There shall be no change in this shoreholding pattern of Vinest Laborabotic Diretted onlywes the occur date and the being which may affect the pattern of this approva?" 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

Youlg Jake that as required order Replated on I/I by all BIBS (Using Obligations and Disclosure Registered on Englatered State (See State (See

The Culturage experies its stipl in withhow its No advance observation of any olage if the infrances customed to the illumings is found to be incomplete, incomed, inhomoting false or for any meritamental of Pulse, Reporture and Populations of the Inchange, Linking Agreement, Collection Section 1998, and the Collection 1999, and the Colle





181

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 in dead and shado shareholder against for the same in terms of the position of EXIRS 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 provinger 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).

Onse Transferrance

Ortin

182

ORTIN LABORATORIES LIMITED

Bana

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



Ortin

ONSE SECTIONS

Nelional Stock Eachange of India Limited Eachange Plaze, Bendra Kurte Complet Municipal — 400051

183

Request you to like the engineer into again.

The Billion (Was) the to 1 2010 (S) Well, the Schools (S), Assembly (S),

186

ORTIN LABORATORIES LIMITED





SSS Louiset P.J. Towers, Oxfol Dress Humbal - 400001

Dies Dir Medices
Side: Sintrens ein erningsmert under Registeten Jif of ESSE (Listing Odigilluse and Declineae
Registerenist) Registerion, 2010 derseen Omn Latinoblones Listed and Wiser Lateralisms
(Listino) and their respective intermedities and verifiem.

(In the Listino and their respective intermedities and verifiem.

Company: Separ ander Regulates 37 of SSS placing Completes and Decisions Proportional Regulation 2010 total with 22th County color March 15, 2017 (comparisons CHURLICHECO)

184



187

185



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 rat for a first lateral part of the construction of exclusion, sharthvolders must rat for a first lateral part and exclusion of the construction of exclusion, sharthvolders must rat for a first lateral parts are lateral testing as inventored exclusion, sharthvolders must rat for a first lateral parts are lateral unless of the states for the states food and the states food before the construction of exclusion of the states food and food the states food and the states food are food to the states food and food the states food and the



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. Bh. Satyo Narayana Raju is an S.S.L.C. His post qualification experies been in the fields of Finance, accounts, Taxation and Treasury Mr. functioning as the CFO and Whole-time Director of Ortin Laboratories Lin

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 b in the fields of Finance, accounts, secretarial and general management. He is self-employed.

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 efficiences of the Schame and in condensation of the transfer and vesting of the API remediates Display (1) and the Schame and in condensation of the transfer and vesting of the API remediates Display (1) and the Schame and the Schame (1) and the S ted, 52 (fifty Two) Equity Share of Rs. 10 (Rupees Ten) each of Vineet Laboratories Limited issue dized as fully paid up for every 100 Equity Share of Rs. 10 (Rupees Ten) each held by suc eholder in Critica Laboratories Limited.

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

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



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 TARGOUT REPORTING INVESTMENT AND THE TRANSPORTING IN THE TRANSPORT IN THE TRANSPORTING IN THE

Name of Merchant Banker and contact details	Name of Statutory auditor and contact details
CR, SECURITIES LIMITED MERCHANT BANKER Address: 214, Raghava Ratna Towers, Chirag Ali Lane, Ablids, Hyderabad — 500001, Telangana Tel:040-23103155 / 23202465 E-mail: advisors@clisecurities.com Website: www.clisecurities.com	STATUTORY AUDITIONS OF THE COMPANY M/s, M M Reddy & Co. Chartered Accountants, M M R Lion Cryp, 4th Floor, HSR Edn., Beside Cream Stone, Road No.2, Banjan Hills, Hyderabad -500 034. Tel.: 040 40272617 Email id: mmreddyandco@gmail.com FRN: 0103714.



190 191

ORTIN LABORATORIES LIMITED

ne de	tails of the Board of Directors of Vin	eet Laboratories Lin	nited are as below:
5.No	Name	Designation	Experience
1.	Gaddam Venkata Ramana	Director	Please refer to the promoters of VLL for details
2.	Satyanarayana Raju Bhupathiraju	Director	-do-
3.	Kandula Murali Mohan	Director	ido.

OBJECT OF THE ISSUE

This Abridged Prospectus is pursuant to aforementioned SEBI Circular in connection with Scheme of Arrangement between Ortin Laboratories Limited and Viseet Laboratories Limited whereby it is proposed to demerge the API Intermediates Division of Ortin Laboratories Limited to Vineet Laboratories Limited.

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



193

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 would provide higher degree of independence as well as accountability.

	SHAREHOLDING PATTS	EN OF PEON	OTERS OF VIN	CET LABORATORIES I	IMETED
St. Ro	Name of the proyecter	prior to the scheme tecaming effective		past solvene la effective	moreng.
		No. of Equity Shares	*	No. of Louity Stores	*
1	Setyonerayenereja Bhapathiroja	30000	7.51	282987	117
2.	A. Srinives Rago	34650	E.44	238859	2.51
1	A Flange Rige	34650	2.44	122003	1.04
4	A Przbłożer Yajo	36400	1.00	357201	3.61
5:	A Nisthall	16400	8.88	354521	3.2
6	Vessets forcers Golden	51600	12.59	477172	3.31
1	A Assertation or a	S	+	185891	5.80
0.	Verkete Rema Goddorn	91400	12.64	A50960	AR
9	Gadden Stiriyesa Rad	-	-	16234	0.0
10	Geddam beleji	+.	-	16991	0.33
11	V. Veneronite Rec	51400	12.54	163083	2.01
12	K, Nuth Mohen	20000	12.20	10000	0.54
13	P. Klahore Raju	16750	4.00	16751	9.16
14	P. Visikuta Krishnum Baju	16750	4.00	16750	9.0
	Total	410000	300	1672865	29.50



194

ORTIN LABORATORIES LIMITED

Other Financial assets		
Other current- assets	41.07.726	41.05.700
Total	41,51,590	
	OF PROFIT AND LOSS ACC	41,74,780
DOMINION STATEMEN	OF PROPEL AND LUSS ALLE	DUNT (Amount in Rs.)
Particulars	For the Period Ended on 30.09.2019 - UN AUDITED	For the year ended 31.03.2019
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		
Profil/ 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

196



ORTIN LABORATORIES LIMITED

INTERNAL RISK FACTORS The Scheme is subject to approval of in Ahmenbloken, sundry Oreditors of Ornis Laboratories United by Sanction by Horribe National Company Law Tolawal, Hydershade Beech in accordant with section 20-20 ora with section 60 of Companies Au, 2012 (III) principles and approval of stock exchange, for Sinting of trading of Folay's Shares, in case any of these approvals or sanctions are not received, the Scheme and not be approved. SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATIONS 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 thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceedings against thronosers: NI D Bind details of outstanding orininal proceeding against throno

DECLARATION:

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 control of the Secotimes and therape Board all one; a small-base of some complete and the secotimes and the shape Board all one; a small-base of some complete and the offer statement make in this Abridge Prospector, to contary to the provisiones of Companies Act 2023 and 552 Contain to Secotime Secotimes and Contagonary and Contain the Secotimes and Contagonary and Dischards Requirement() Regulations, 2023 and 552 Contain to Secotimes and Contagonary and Dischards Requirement() Regulations, 2023 and 552 Contain to Secotimes and Contagonary and Dischards Requirement() Regulations, 2023 and 552 Contain to Secotimes and Contagonary a



Dated: 14.01.2020 Place: Hyderabad

ORTIN LABORATORIES LIMITED

192

Сатериц	No. of shares	% paid up capital after demorps:
Practiculars	26,72,865	28.99
Public:	45,46,143	74.01
Tietal	52,10,000	100.00

of Assets and Liabilities (Amount in Ex.) 41,00,000 74.280 41,74,765

195

ORTIN LABORATORIES LIMITED

Annexure-15



2 2 2

ORATORIES LIMITED

Riy 59287
3117/kill-Rog 311/10/Reg 31/10/Reg 31/Reg 31/Reg 31/Reg 31/Reg 31/Reg 31/Reg 31/Reg 31/Reg 3 Scripc. Fried: infresh Whether the Listed Ently !

PRE - DEMERGER

1000

l hilliddd

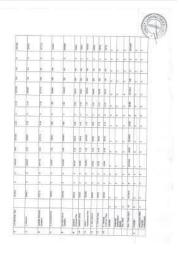
207

201

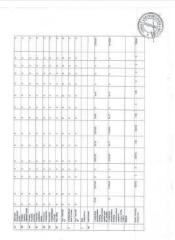
215

216

ORTIN LABORATORIES LIMITED ORTIN LABORATORIES LIMITED ORTIN LABORATORIES LIMITED



lilli IIII. 111₈ hibbhlilandi.i. Middl.L. 212. L let.dansi.l 2.4511841187.e 2.4514188.6e ille HI.

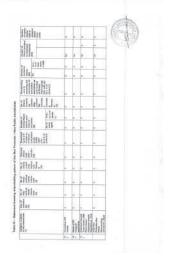


226

ORTIN LABORATORIES LIMITED

ORTIN LABORATORIES LIMITED

227



ORTIN LABORATORIES LIMITED

228

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 Verlensdey, the 26th day of Fehruany, 2003 at 1030 at m £8113/W1 Helel Min Banquets, 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 Laboratoriae Limited (Resulting Compan Transferee Company) and their 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

229

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.

ORTIN LABORATORIES LIMITED

230

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±13/3/1, 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 Transferre Company) and Niert Laboratories Limited (Resulting Company or Transferre 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

231

ROUTE MAP



