



# **COLINZ LABORATORIES LIMITED**

**ANNUAL ACCOUNTS  
2018 – 2019**



**33<sup>rd</sup> Annual Report****(COLINZ LABORATORIES LTD)**

COMPANIES CIN NO	L24200MH1986PLC041128		
BOARD OF DIRECTORS	NAME OF DIRECTOR	DIN NO	DESIGNATION
	DR. MANI L. S.	00825886	Director
	SHRI. N. K. MENON	01111297	Whole-Time Director
	CA. VASANT K. BHAT	00916469	Independent Director
	SHRI. A. KRISHNA KUMAR	02493399	Independent Director
	DR. MANI L. S.	-----	Company Secretary & Compliance Officer
CFO	SHRI. GANESH S. CHITTE	----	Chief Financial Officer
STATUTORY AUDITORS	VORA & ASSOCIATES Chartered Accountants (Firm Regn. No. 111612W)		
SECRETARIAL AUDITOR	CS SANJAY R. DHOLAKIA( M.NO. 2655/CP NO. 1798)		
BANKERS	BANK OF BARODA.		
REGISTERED OFFICE	A-101, PRATIK IND. ESTATE, MULUND-GOREGAON LINK ROAD, BHANDUP(W), MUMBAI - 400 078.		
EMAIL ID	<a href="mailto:colinzlabs@yahoo.com">colinzlabs@yahoo.com</a>		
WEBSITE	<a href="http://www.findoc-cll.in">www.findoc-cll.in</a>		
WORKS	PLOT NO. 60, 'STICE', MUSALGAON SINNAR-SHIRDI ROAD, SINNAR, NASIK - 422 112.		
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## **NOTICE**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of M/s. **COLINZ LABORATORIES LIMITED** (CIN: L24200MH1986PLC041128) will be held at the Registered Office of the Company, i.e. A-101, Pratik Industrial Estate, Mulund-Goregaon Link Road, Bhandup(W), Mumbai - 400 078, on Tuesday, 24th September, 2019, at 2.00 P. M. to transact the following business:

### **ORDINARY BUSINESS :-**

#### **Item No. 1 - Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit and Loss for the financial year ended 31st March, 2019 (Financial Documents) and Report of the Board of Directors and the Independent Auditor's report thereon and in this regard, pass the following resolution as ordinary resolution;

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2019 (Financial Documents) and the reports of the Board of Directors and Independent Auditors thereon laid before this meeting, be and are hereby considered and adopted"

#### **Item No. 2 - Re-appointment of a Director**

To appoint a Director in place of Dr. Mani L. S. (Din No. 00825886) who retires by rotation and being eligible offers himself for re-appointment and in this regard pass the following resolution as an ordinary resolution;

**"RESOLVED THAT** pursuant to the provision of section 152(6) of the Companies Act, 2013 Dr. Mani L. S. (Din No. 00825886), who retires by rotation at this meeting be and is hereby appointed as a Director of a Company, liable to retire by rotation."

### **SPECIAL BUSINESS -**

#### **Item No. 3 - Re-appointment of Mr. N. K. Menon as Whole Time Director & Chief Executive Officer and payment of remuneration.**

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution ;

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. N. K. Menon (Din No - 01111297) as Whole-Time Director & Chief Executive Officer ('WTD & CEO') of the Company for a period of 3 ( Three ) years with effect from 1st October, 2019 to 30th September, 2022 (liable for retirement by rotation as a Director)





on terms and conditions set out in the statement annexed to the notice convening this meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD & CEO subject to the same not exceeding the limits specified under schedule V of the Companies Act 2013 and or any statutory modification ( s) or re-enactment thereof. "

**"RESOLVED FURTHER THAT** the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 4 – Re-appointment of CA Vasant K. Bhat as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and the companies (appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the relevant provisions of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by (SEBI Listing regulations), CA Vasant K. Bhat ( Din No. 00916469), who was appointed as an Independent Director at the 28<sup>th</sup> Annual General Meeting of the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b)/17(1A) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 years commencing with effect from October 1, 2019 up to September 30, 2024, not liable to retire by rotation."

**Item No. 5 – Re-appointment of Mr. A. Krishna Kumar as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and the companies (appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the relevant provisions of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by (SEBI Listing regulations), **Mr. A. Krishna Kumar** ( Din No. 02493399), who was appointed as an Independent Director at the 28<sup>th</sup> Annual General Meeting of





the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b)/17(1A) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 years commencing with effect from October 1, 2019 up to September 30, 2024, not liable to retire by rotation."

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as amended or enacted from time to time ('the Act') in respect of the business under Item Nos. 3 to 5 above is annexed hereto. The relevant details of the Directors seeking re-appointment under Item Nos. 3 to 5 pursuant to applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. The Company's statutory auditors, M/s. Vora & Associates, Chartered Accountants were appointed as statutory auditors of the Company for a period of five consecutive years at the annual general meeting of the members held on September 29, 2017 on a remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by members at every subsequent Annual General Meeting held after the AGM held on September 29, 2017.

Pursuant to the amendments made to section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 07, 2018 the requirement of seeking ratification of the members for the appointment of statutory auditors has been withdrawn from the statute. In view of the above, ratification of members for continuance of their appointment at this Annual General Meeting is not being sought. The statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors will be determined by the Board of Directors based on the recommendation of the Audit Committee.

3. Dr. Mani L. S., Director is retiring by rotation and, being eligible, offer himself for re-appointment at the Annual General Meeting. A brief resume of the said Director is forming part of the **Annexure 1** of the Notice.
4. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and proxy need not be a member of the Company.** A person cannot act as proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent shares of the total Share Capital of the





Company, may appoint a single proxy. However such person shall not act as a proxy for any other person or Shareholder. An instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

5. Members/proxyholders and authorised representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. Members are requested to carry their copy of the Annual Report to the AGM.
6. **The Register of Members and Share Transfer Books of the Company will remain closed from, 17<sup>th</sup> September, 2019, to 24<sup>th</sup> September, 2019. (both days inclusive).**
7. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
8. Members are requested to notify immediately any change in their address and E-mail ID to the Registrar and Transfer Agent of the Company, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra.
9. Members who have not registered their Email addresses so far are requested to register their Email address for receiving all communications including Annual Report, Notices, circulars etc. from the Company electronically.
10. Members intending to require any information about accounts to be explained in the meeting are requested to inform the Company in writing at least ten days in advance of the date of Annual General Meeting.
11. **Instructions for the Voting through electronics means:**
  - i. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) of **COLINZ LABORATORIES LIMITED** (CIN NO.: L24200MH1986PLC041128) by electronic means and the business may be transacted through e-Voting Services. **The facility of casting the votes by the members using an**





**electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

- ii. The facility for voting through remote e-voting / ballot paper / Polling Paper shall be made available at the 33<sup>rd</sup> AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. **The remote e-voting period commences on 21<sup>st</sup> Sep, 2019 (9:00 am) and ends on 23<sup>rd</sup> Sep, 2019(5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **17<sup>th</sup> Sept. 2019**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **17<sup>th</sup> Sept. 2019**, may obtain the login
- v. ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com)/[colinzlabs@yahoo.com](mailto:colinzlabs@yahoo.com)).
- vi. The Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (link of website of Company)

**12. The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).





- c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.





8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.  
**General Guidelines for shareholders:**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [cashwinivaze@gmail.com](mailto:cashwinivaze@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**13. Please note the following:**

- a. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- c. The Board of Directors has appointed Ms. Ashwini Vaze, Practising Company Secretary (Membership No.: ACS 26142) as the Scrutinizer to scrutinize the e-voting process.
- d. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- e. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
- f. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.findoc-ctl.in](http://www.findoc-ctl.in) and on the website of NSDL immediately after the declaration of results by the Chairman or as person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai, where the shares of the Company is listed.



g. Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. the Company is listed.

Mumbai, 31st July, 2019  
**COLINZ LABORATORIES LIMITED**  
(CIN: L24200MH1986PLC041128)  
Registered Office:  
A-101, Pratik Ind. Estate, Mulund-Goregaon Link  
Road, Bhandup(W), Mumbai - 400 078

By Order of the Board of Directors

Dr. Mari L.S.  
Director - Legal, Corporate Affairs & Company Secretary

