

Leadership through focused Research



Innovation in support of Health Care

CELESTIAL
BIOLABS LIMITED



ANNUAL REPORT **2015-2016**

Committed to provide affordable and innovative medicines for healthier life

CONTENTS

Particulars	Page No
Corporate Information	3
Chairman's Address	4
Notice	6
Director's Report	16
Annexure to Director Report	21
Report on Corporate Governance	34
Corporate Governance Report - Auditor Certificate	40
CEO and CFO Certification	41
Management Discussion and Analysis	45
Auditor's Report	49
Financial - Balance Sheet, Profit and Loss Account	53
Cash Flow Statement	62
Significant Accounting Policies & Notes on Accounts	63

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. A N Singh (DIN: 01756827) - Managing Director, Executive & Non Independent
Dr. Jeetainder Roy Gour (DIN: 02810147) - Independent & Non Executive
Dr.D.C. Sastry (DIN: 02682897) - Independent & Non Executive
Smt.Padma Singh (DIN: 01448915) - Non Independent & Non Executive

STATUTORY AUDITORS

M/s. Lakshmi Purna & Associates, Chartered Accountants, Hyderabad - 500 072

INTERNAL AUDITORS

Mrs P. Usha

SECRETARIAL AUDITORS

M/s. GMVDR & Associates, Company Secretaries, Hyderabad - 500029

BANKERS

State Bank of India, Nacharam Branch, Hyderabad
ICICI Bank, Jubilee Hills Branch, Hyderabad
HDFC Bank Nacharam Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare Private Limited.
"Karvy Selenium Tower-B", Plot No.31&32
Gachibowli, Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032
Tel: +91-40-67162222/33211000,
Email Id: support@karvy.com
Website: www.karvycomputershare.com

REGISTERED OFFICE

Celestial Biolabs Limited
Plot # 59, Road # 12, TSIC Tech Park
IDA Nacharam, Hyderabad - 500 076, Telangana
Phone: +91 40 65552697/64565544
Email: cs@celestialbiolabs.com
Website: www.celestialbiolabs.com
CIN- L72200TG1997PLC028374

CHAIRMAN'S ADDRESS

Dear Members

Collaborative Research is the key factor in bringing quality and effective biopharmaceutical range of products. Initiative towards Biopharma product development that is process driven, time taking and expensive is continuing with limited resources. New and Innovative products shall always create demand and your company shall be benefitted. Ultimately, our R&D initiatives have given us two research products like Cadalmin and Biovita. 4 New molecules in peptide and 5 products in Enzymes are in advance stage of development. Anti diabetes product fully validated and clinically tested is ready to be launched shortly At this stage, Now, we have the range of products including anti collastral and anti obesity products and making suitable promotional strategy to create consumer interest and demand.

Performance

Bio vita and Cadalmin GAe have already made an established mark in the market. Herbal and Enzyme formulations can also be marketed worldwide by using online platform along with off line present marketing activities, We are moving in synergy by improving our supply chain and also introducing new control measures. We have already started advertising our Lead research product called Cadalmin, Our effort is continuing to establish OTC market for all our products. We shall spread our domestic marketing in 15 states from April 2017 onwards.

Industry

Biopharmaceutical Industry scenario is very good but we are addressing with great care to revamp our business model. Pharma industry shall be able to keep the pace with the good quality products as there is always demand for such quality pharma products. Our most of the products are very effective and we are making every effort to meet the demand. We are developing effective supply chain management by introducing new CSA and stockiest at different places. We are also introducing incentive scheme to stockiest sales person in order to increase the volume of sales

The biopharmaceutical market is highly competitive. In order to have a competitive edge, our facility at Biotech park is an integrated facility clubbed with extremely good facility of R&D where product development of innovative project shall be the key factor. We will continue to pursue our R&D initiative in peptide, Enzymes and protein and proceed with manufacturing of these products at new facility. Project at SEZ, Biotech park. This will provide us an opportunity to market our products in Domestic and overseas market.

Strategy

All efforts are in place towards brand building and advertising to handle OTC marketing, We are able to build better volume by Strengthening the manufacturing, marketing and distribution We are in the process of meeting WHO stamping on the premier products and that shall provide us an opportunity to market our products in African and south East Asian countries attracting premier pricing.. Reaching everywhere through C&F and distributors is an difficult proposition and online sales will take us at every corner of India. Feed supplement to cattle's, poultry and fisheries is an major task to us and celestial is continuously trying to improve the reach and increase the range of feed supplements in order to spread the sale of feed supplements across India.

Human Resource

Human power is an most recognized tool to increase productivity. Effective and Quality manpower and their retention is always an challenging task and addressing this task carefully shall increase the productivity. We have taken very careful steps to retain only quality, dedicated and efficient staff. Training courses and sending them to various seminars and symposium shall also be our priority and thus we will ensure professional skill development. We have taken a Person with Company secretary and chartered accountancy qualification and also are in the process of recruiting Business development and Research and developmental professionals

Collaboration

Research cost is becoming more and more day by day and it needs an optimization effort. Collaborative research is essential for a company like us so that we can always fulfill our research objective most economically and effectively. We are also developing collaborations with CSIR and ICAR and ICMR institutions to develop the Biotech products. Collaborative research projects with these premier research organization shall provide a competitive edge and also increase our learning graph having association with very experienced Research scientists of these prominent institutions.. We are also installing software at each C&F in all the states to make our monitoring and control more effective. We are making every effort to complete the remaining work at city and Biotech park facility so that production, supply chain can be improved in order to increase the business volume. CMFRI Kochin association has given us Cadalmin, a great product. Cadalmin efficacy is so high that people suffering from arthritis are getting tremendous relief. Further we are moving to launch a much needed research product to treat diabetes.

Value to the shareholders

We have always been instrumental in increasing share holders value. Shareholders are very important to us. We always keep shares holders interest on priority and would like to ensure all our shares holders shall be benefitted immensely. . Increasing the investor wealth is our top priority and we will make rapid progress towards achieving our objective once our capital project is completed. We always address any complaint by shareholders very promptly in order to increase share holders value, we are in the process of reorganizing our research and manufacturing.

Corporate Social responsibility

Society in general needs to get benefit out of industries. We are providing medicines on a very concessional rate to under privileged and handicap people who can not afford to buy the expensive medicines. This distribution is being done in villages through AWAKE RESEARCH and SERVICE FOUNDATION, a voluntary and social organization. We are also making effort to buy herbal raw material from farmers driven source directly by giving value to farmers and also ensuring good quality of raw material. There is very good response from farmers to work on contract farming to grow medicinal plants and shall be moving shortly to have such agreement with farmers cooperative society

Acknowledgment

While sincerely acknowledging the valuable input by our esteem shareholders, we thank all our shareholders, stake holders, staff and business associates for their continued support and look forward to your valuable advice to achieve our objective at regular interval

Dr A.N. Singh

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of **CELESTIAL BIOLABS LIMITED** will be held on Friday the 30th day of December, 2016 at 11.00 a.m. at the registered office of the Company at Plot # 59, Road # 12, TSIC Tech Park, IDA Nacharam, Hyderabad – 500076 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account for the year ended on that date together with the schedules and annexure thereto and the reports of the Auditors and Directors
2. To appoint a Director in place of Dr. Jeetainder Roy Gour (DIN: 02810147) who retires by rotation, and being eligible offers himself for reappointment.
3. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Lakshmi Purna & Associates. Chartered Accountants, (Firm Regn. No. 012323S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the nineteenth Annual General Meeting (AGM) of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business :

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution

“RESOLVED THAT pursuant to Sections.13 & 61 and other applicable provisions, if any, of the Companies Act, 2013 the consent of the members be and is hereby accorded for increasing the Authorized Capital of the Company from Rs.26,00,00,000/- (Rupees Twenty Six Crores only) divided into 2,60,00,000 (Two Crores Sixty Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) to Rs.29,00,00,000/- (Rupees Twenty Nine Crores only) divided into 2,90,00,000 (Two Crores Ninety Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only).

“FURTHER RESOLVED THAT the consent of the members be and is hereby accorded for substitution of the following clause V in the place of existing clause V of the Memorandum of Association of the Company.

(V) The Authorized Share Capital of the Company is Rs.29,00,00,000/- (Rupees Twenty Nine Crores Only) divided into 2,90,00,000 (Two Crores Ninety Lacs) Equity Shares of Re 10/- (Rupees Ten) each with powers to increase or reduce the capital to divide the Capital for the time being into several classes and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or subdivide the shares and issue shares to higher or lower denominations

5. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

RESOLVED THAT pursuant to Section.13 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 consent be and is hereby accorded to substitute the following clause in the place of existing Clause (III) (B) (3) of the Memorandum of Association of the Company:

To acquire or amalgamate with any other company whose objects include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other Company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership or in any other manner and to Demerge any undertaking or undertaking(s) of the Company into separate Company(ies), in accordance with the provisions of the Act.

6. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 62 (1) (C) & Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with the enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to any other regulations/rules/guidelines issued by the Securities and Exchange Board of India (SEBI), and subject to such approvals, consents, permissions and sanctions of all other appropriate and / or concerned authorities and departments, if any, and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver 55,94,600 (Fifty Five Lacs Ninety Four Thousand Six Hundred only) convertible warrants on preferential basis in one or more tranches, convertible into 55,94,600 (Fifty Five Lacs Ninety Four Thousand Six Hundred only) equity shares (one Equity Share for one warrant issued) of the Company of the face value of Rs.10/- each to the following categories of persons for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

Sl.No	Name of the proposed Allotted	No. of Warrants to be allotted
1	Promoters:	
	I. Dr. A N Singh	12,39,670
	II. Padma Singh	2,98,697
	III. Amit Kumar Singh	8,26,447
	IV. Nitin Kumar Singh	3,12,918
	V. Anita Singh	2,06,612
2	Non Promoters:	
	I. Balaji Medicom (ultimate beneficiaries - Mr Gaurav Uplap & Mr Pankaj Kumar Singh)	5,50,000.
	II. Global Enterprises (ultimate beneficiaries Mr Gaurav Uplap & Mr Pankaj Kumar Singh)	5,60,256.
	III. Southern Pharmaceuticals (ultimate beneficiaries –Mr Gaurav Uplap&Mr Virendra Singh)	8,00,000
	IV. Deccan Packaging (ultimate beneficiaries Mr Guarav Uplap & Mr Pankaj Kumar Singh)	8,00,000
Total		55,94,600

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determining the issue price of warrants, in pursuance of SEBI (ICDR) Regulation, 2009, shall be 30 days prior to the date of the General Meeting at which the approval of the shareholders in terms of Section 62(1)(C) & section 42 of the Companies Act, 2013 is obtained.

RESOLVED FURTHER THAT

- a) each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI (ICDR) Regulation, 2009, as may be applicable, from time to time.
- b) In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants
- c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari passu in all respects with the then existing fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration(s) or amendment(s) or corrections as they may deem fit and appropriate and give such directions/instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of warrants hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed."

7. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of the Section 391 to 394 and all other applicable provisions of the Companies Act, 1956/2013 (including any statutory modification (s) or re-enactment thereof) and subject to the approval of the Hon'ble Court of Judicature at Hyderabad for the state of Andhra Pradesh & state of Telangana and the Securities & Exchange Board of India (SEBI) and the Stock Exchanges and in accordance with any other applicable rules, regulations , consent be and is hereby accorded to Demerge the Research & Development (R & D) Division of the company into a new company to be formed for this purpose.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all steps necessary in connection with:-

- a) Prepare & approve the Scheme of Demerger and other documents connected therewith;
 - b) Signing and filing of applications with the Hon'ble Court of Judicature at Hyderabad for the state of Andhra Pradesh & state of Telangana for seeking directions as to holding / dispensing with the meetings of the members and creditors of the Company
 - c) Signing and filing of petitions with Hon'ble Court of Judicature at Hyderabad for the state of Andhra Pradesh & state of Telangana for confirmation of the Scheme
 - d) For the above purposes to engage advocates and if considered necessary, also engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
 - e) Obtaining approval from such other authorities and parties as may be considered necessary for proposed Demerger and
 - f) Doing all acts and things as may be considered necessary and expedient in relation to the proposed Demerger.
8. To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 and the rules made there under consent

be and is hereby accorded or the reappointment of Dr A N Sing has the Chairman and Managing Director of the Company for a further period of three years w.e.f.01.10.2016 at a remuneration as detailed hereunder:

Remuneration

Salary Rs.12,00,000/- per annum

Perquisites

- A. Medical Expenses: Reimbursement of medical expenses for self and family subject to a ceiling of Rs.36,000/- p.a
- B. Car: Use of Company's car with driver
- C. Telephone and other communication facilities: Use of telephone and other communication facilities at residence

"RESOLVED FURTHER THAT the Salary and perquisites aforesaid be paid and allowed, as minimum remuneration to the Managing Director during the remaining period of his tenure, in the event of loss of inadequacy of profits in any financial year".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution."

**For and on behalf of the Board of Directors
For Celestial Biolabs Limited**

Place: Hyderabad

Date : 30.11.2016

**Dr. A. N. Singh
(Chairman & Managing Director)
DIN: 01756827**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution / power of attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Member / proxy should bring the attendance slip sent herewith, duly filed in, for attending the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DPID Number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
5. Register of Members and Transfer Books of the Company will be closed from 28thDecember, 2016 to 30thDecember, 2016 both days inclusive.
6. Members are requested to address all their correspondence including change of address, mandates etc. to the registrars Viz. M/s. Karvy Computershare Private Limited, "Karvy Selenium Tower-B", Plot No.31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Phone: 040-6716 2222 (Board) Fax: 040-2300 1153, Toll Free: 1800-345-4001.
7. Pursuant to Section 125 of the Companies Act, 2013, all unclaimed refunds of the Public Issue for more than seven years from the date it became due shall be transferred to Investor Education and Protection Fund (the fund). Hence those persons, who have not encashed their refund are requested to encash the same immediately.
8. Shareholders may inspect the documents / certificates referred to in the notice and / or explanatory statement at the Registered office of the company during the business hours on any working day upto the date of AGM.

9. E-Voting: Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Karvy Computershare Private Limited for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on **23rd December 2016** (Cut -off date fixed for this purpose). **The e-voting period will commence at 10.00 a.m. on Tuesday 27th December 2016 and will end at 5.00 p.m. on Thursday 29th December 2016.** The Company has appointed Mr.G.M.V.DhanunjayaRao, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are being sent separately as a part of this Notice
10. Members are requested to avail the e-communication facility for receiving the Annual Reports, other communications from the Company, by updating their email IDs with the RTA so as to save paper & the Mother Nature.

EXPLANATORY STATEMENT (Pursuant to Section 173 (2)) of the Companies Act, 2013

Item: 4

The authorized share capital of the Company presently stands at Rs.26,00,00,000/- divided into 2,60,00,000 equity shares of Rs.10/- each. With the growing expansion of the Company's business it is considered desirable to enhance the authorized capital of the Company from Rs.26,00,00,000/- to Rs.29,00,00,000/- by creation of additional 30,00,000 equity shares of Rs.10/- (Rupees Ten only) each, which will rank pari passu in all respects with the existing equity shares in the Company. The proposed increase of the authorized capital of the Company requires the approval of the members in general meeting. Consequent to the increase in the authorized capital of the Company, its memorandum of association will require alteration so as to reflect the increase in share capital. The said alteration requires the approval of the members in the general meeting. Therefore, the same is placed in the General Meeting .of the Members for your approval. Hence your Directors had in their Board Meeting held on 30.11.2016 decided, subject to approval of shareholders, to increase in the Authorized Share Capital from Rs.26.00 Crores to Rs.29.00 Crores. Draft copy of altered Memorandum of Association is available for inspection at the Registered Office of the Company during business days on working hours. None of the Directors except as members is concerned or interested in the resolution.

Item : 5

It is proposed to amend the existing Clause (III) (B) (3) of the Memorandum of Association of the Company by including the Demerger activity. In terms of Section.13 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2015, approval of members by way of Special Resolution is required for any amendment to Memorandum of Association of the Company. None of the Directors except as members is concerned or interested in the resolution.

Item : 6

Your Company plans to issue convertible warrants to finance the escalation cost in the construction of the Enzyme development unit at Shameerpet, Hyderabad. In view of this, it is proposed to create, offer, issue and allot 55,94,600 (Fifty Five Lacs Ninety Four Thousand Six Hundred only) warrants and each warrant convertible into one Equity share of Rs.10/- each fully paid to the following persons on preferential allotment basis:

Sl.No	Name of the proposed Allotted	No. of Warrants to be allotted
1	Promoters:	
	I. Dr. A N Singh	12,39,670
	II. Padma Singh	2,98,697
	III. Amit Kumar Singh	8,26,447
	IV. Nitin Kumar Singh	3,12,918