

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of CELESTIAL BIOLABS LIMITED will be held on Thursday the 23rd day of May, 2024 at 9.30 a.m. at Hotel Chandra Grand, Reliance building. Opp: ESI Hospital, Nacharam, Hyderabad-500 076, Telangana to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt:
 - a) the Standalone Audited Financial Statements of the company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors of the company thereon; and
 - b) the Consolidated Audited Financial Statements of the company for the financial year ended 31st March, 2023 together with the report of the Auditors of the company thereon.
2. To appoint a Director in place of Smt. Padma Singh (DIN: 01448915) who retires by rotation, and being eligible offers herself for reappointment.
3. Re-appointment of M Surendra & Associates, Chartered Accountants, Hyderabad (FRN No: 017280S) as Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time, M/s. M Surendra & Associates, Chartered Accountants, Hyderabad (FRN No: 017280S), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2028, and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, in addition to the applicable tax and reimbursement of actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things necessary to give effect to this resolution.”

Special Business

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act including any statutory modification or re-enactment thereof, and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Dattatreya Rao (DIN: 09719501) as the Executive Director and Chief Executive Officer (CEO) of the Company to hold office for a term of five years commencing from 22nd April 2024 to 21st April 2029.

RESOLVED FURTHER THAT and basis the recommendation of Nomination and Remuneration Committee and Audit Committee, the consent of the Board of Directors be and is hereby accorded for payment of remuneration to Mr. Dattatreya Rao, subject to a maximum limit of Rs.12,00,000/- per annum for the period commencing from 22nd April 2024 to 21st April 2027.

FURTHER RESOLVED THAT in case of inadequate or absence of profits, he shall be entitled to a remuneration not exceeding the limits as prescribed under Schedule V of the Companies Act, 2013 and subject to a maximum limit of Rs.12,00,000/- per annum.”

“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: 22.04.2024

**Amit Kumar Singh
Managing Director
DIN: 01824426**

NOTES:

1. In line with the Ministry of Corporate Affairs (MCA) circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No.19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 and General Circular No.2/2022 dated 05.05.2022 and Circular 10/2022 dated December 28, 2022 and SEBI Circular dated May 12th, 2020, January 15th, 2021, and May 13th, 2022 and 5th January, 2023, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at www.celestialbiolabs.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (BSE) & National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
2. 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.
3. 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.
4. 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.
5. 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.
6. Register of Members and Transfer Books of the Company will be closed from 21st May, 2024 to 23rd May, 2024 both days inclusive.
7. Members are requested to address all their correspondence including change of address, mandates etc. to the registrars Viz. KFin Technologies Limited, Selenium, Tower-B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Phone: 040-6716 2222 (Board) Fax: 040-2300 1153, Toll Free: 1-800-309-4001.
8. Pursuant to Section 125 of the Companies Act, 2013, all unclaimed refunds of the Public Issue and all unclaimed dividends for more than seven years from the date it became due have been transferred to Investor Education and Protection Fund (the fund).
9. 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.
10. E-Voting: Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) 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 KFin Technologies 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 **16th May, 2024** (Cut -off date fixed for this purpose). **The e-voting period will commence at 10.00 a.m. on Monday 20th May, 2024 and will end at 5.00 p.m. on Wednesday 22nd May, 2024.** The Company has appointed Sri G.M.V.Dhanunjaya Rao, Proprietor of GMVDR & Associates, Practicing Company Secretary (FCS 9120; C.P No.5250), 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.

11. Information regarding appointment / re- appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
12. 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

ITEM NO.3

M/s.M Surendra & Associates., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting ('AGM') held on 22nd June 2022 for a period of 4 years, up to the conclusion of 25th AGM. M/s M Surendra & Associates., are eligible for re-appointment for a further period of 5 years. M/s M Surendra & Associates., have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their reappointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s M Surendra & Associates., have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s M Surendra & Associates., Chartered Accountants, having registration No. 017280S, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the calendar year 2028 and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, in addition to the applicable tax and reimbursement of actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

M/s.M Surendra & Associates, Chartered Accountants, having of experience in the fields of Statutory and Internal Audit and other assignments of Private Sector companies and other business houses engaged in Manufacturing, Service, Trading and industrial activities and Tax Audit and Tax Consultancy services in Indirect and Direct Tax Laws. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

None of the Directors are in anyway concerned or interested in the resolution set out at item No.3 of the Notice. The Board recommends the Ordinary Resolution as set out under item No. 3 of the Notice for approval of the members.

ITEM NO.4

The members are hereby informed that, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 22.04.2024 has appointed Mr.Dattatreya Rao (DIN: 09719501) as Executive Director and Chief Executive Officer (CEO) of the Company considering his wide range of experience in handling the big projects and management consultancy of various industries for a term of five years commencing from 22nd April 2024 to 21st April 2029 at a remuneration as stated in the resolution. His presence in the Board will enhance the Board performance and efficient decision making and also contribute to the overall growth of the Company.

In terms of Section.161, 196, 197, 203 readwith Schedule V of Companies Act, 2013, the appointment of Mr. Dattatreya Rao as Executive Director and Chief Executive Officer (CEO) require approval of members in their General Meeting. Further, the Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, the appointment of any Director by the Board of Directors require approval from its shareholders in their General Meeting, within 3 months from the date of such appointment.

The details of Mr. Dattatreya Rao in pursuance of Regulation 36 of the SEBI LODR Regulations read with Secretarial Standard - 2 on General Meetings are enclosed in Annexure to this Notice. The details of Mr. Dattatreya Rao are as follows:

Background details, Recognition or awards, Job profile and his suitability	Mr. Dattatreya Rao is a graduate in Civil engineering. He has a wide range of experience in handling the big projects and management consultancy of various industries
Remuneration proposed	Details of remuneration as mentioned in the resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Graduate in civil engineering with more than 30 years of experience as management consultant. Salary is relevant to profile and position and responsibility.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	There is no relationship with the company or with the managerial personnel

In accordance with the provisions of the Section 196 and Schedule V of the Companies Act, 2013, the appointment of Mr.Dattatreya Rao, with the above remuneration requires the approval of the shareholders. This explanatory statement together with the terms of appointment mentioned in the accompanying notice should be treated as an abstract under Section 190 of the Companies Act, 2013, in respect of the contract, if any, proposed to be entered into between the Company and Mr. Dattatreya Rao, Executive Director & CEO. None of the Directors is concerned or interested in the resolution.

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

Place: Hyderabad
Date: 22.04.2024

**Amit Kumar Singh
Managing Director
DIN: 01824426**

ANNEXURE TO THE NOTICE FOR AGM

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting to be held on 4th May, 2024 under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI.

Name	Padma Singh	Dattatreya Rao
Director Identification Number	01448915	09719501
Date of Birth	04.04.1960	23.06.1969
Age in years	64	55
Date of first Appointment	30.09.2005	22.04.2024, subject to the approval of shareholders at the forthcoming AGM
Qualification	Graduate in social science	Graduate in Civil engineering
Expertise in specific functional areas	Over a decade of experience as a social activist	consultant and project management consultancy for many projects of various industries
Brief Profile	Graduate in social science and over a decade of experience as a social activist.	He is a graduate in Civil engineering. He is having 30 years of wide experience in handling various big projects and management consultancy of various industries. He involved as a consultant for premier organizations like Dr Reddy research foundation buildings and Animal house, Sri Krishna Pharmaceutical Pvt Ltd, Life sciences projects in Genome valley for syngene on behalf of Genome valley Reaserch center, Nexto polis, Crescentia Labs Pvt Ltd, Sarda vallabhai Patel National Police Academy infrastructure projects, Salar Jung museum extensions etc. He is an expert in handling the core development to streamline the projects by resolving with required strength.
Terms and conditions of appointment	As per the resolution attached	As per the resolution attached
Remuneration last drawn	Nil	Not applicable
Chairmanships / Directorships of other Companies (excluding Foreign Companies and Section25 Companies)	Nil	Nil
Chairmanships / Memberships of Committees of other Public Companies (includes only Audit Committee; and Shareholders/Investors Grievance Committee)	Nil	Nil
Number of shares held in the Company	11,73,035	Nil
Relationship with other Directors	Smt Padma Singh is the mother of Mr.Amit Kumar Singh, Managing Director of the Company	NONE
Number of Board Meetings attended during the year 2022-23 (Out of total 8 Board Meetings held)	8	NA