

**23rd ANNUAL REPORT
2014-2015**



HINDUSTAN BIO SCIENCES LIMITED

Hindustan Bio Sciences Limited**Board of Directors:**

1). Sri. J.V.R. Mohan Raju	-	Managing Director
2). Smt. J.Uma	-	Director
3). Mr. J. Varun Varma	-	Whole-time Director
4) Sri A.V.V.Satyanarayana	-	Director
5). Sri. B.R.Rao	-	Director
6). Sri K. Rama Chandra Raju	-	Director
7). Sri M.Satyanarayana Raju	-	Director
Registered & Administrative Office	-	H.No.8-2-269/S, Plot No.31, Sagar Co-Operative Housing Society, Road No.2, Banjara Hills, Hyderabad – 500 034
Company Identification Number	-	L26942TG1991PLC013564
Bankers	-	Axis Bank Ltd, Begumpet Branch, Hyderabad
Auditors	-	M/s VASG AND ASSOCIATES # 503/1, 5th Floor, Kubera Towers, Narayanaguda, Hyderabad-500 029.
Share Transfer Agents For Demat Shares	-	M/s. Venture Capital & Corporate Investments Private Limited. 12-10-167,Bharat Nagar, Hyderabad – 500 018.

Notice

Notice is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held on Wednesday the 30th September, 2015 at 10.00 A.M at H.No.8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, Telangana to transact the following.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss account for the year ended 31st March, 2015 and the Directors and Auditors Report thereon.
2. To ratify the appointment of auditors of the Company to hold office until the conclusion of the Annual general Meeting for Financial year 2015-16 and the payment of remuneration as fixed by the board of directors and 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 of the Companies Act, 2013 and the rules made there under, including statutory modifications thereto or re-enactments thereof for the time being in force, and pursuant to the recommendations of the audit committee of the Board of directors, the appointment of M/s. VASG & ASSOCIATES, chartered Accountants, Hyderabad (Firm Number 006070S) which was made AGM 2014 for Three Consecutive Audit-years ending on the conclusion of AGM for FY 2016-17 be and is hereby ratified and confirmed for the remaining audit period on such remuneration as fixed by the board of directors”

“RESOLVED FURTHER THAT the directors of the Company jointly and severally be and are hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution and to certify and upload the e-forms.”

Ordinary Business

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

3. “RESOLVED that the pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mrs. Jampana Uma (DIN07143463), Director retiring by rotation, being eligible offers herself as woman director of the company, be and is hereby appointed as woman Director retiring by Rotation”

For and on behalf of the Board
For **Hindustan Bio Sciences Limited**

Place : Hyderabad
Date : 29-05-2015

J.V.R. Mohan Raju.
Chairman

Notes:

1. A member entitled to attend the meeting is entitled to appoint a proxy to attend and vote at the meeting instead of him and the proxy need not be a member of the company.
2. Proxies in order to be effective must be deposited at the registered office of the company at Plot No: 31, Sagar Co-Operative Housing Society, Road No: 2, Banjara Hills, Hyderabad - 500 034 at least 48 hours before the commencement of the meeting.
3. The Register of members and the share transfer books of the company will remain closed from 22nd September, 2015 to 30th September, 2015(both days inclusive).
4. Members are requested to quote ledger folio number/ Demat account number in all their correspondence to avoid delay in communication.
5. Members are requested to bring their copy of the Annual Report and the attendance slips with them to the Annual General Meeting.
6. The company shares are listed on Bombay Stock Exchange Limited. The listing fee for the year 2015-16 is paid.
7. Voting through electronic means;
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - B. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 25th September, 2015 at 9.00 A.M. and ends on 27th September, 2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21-09-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction IV.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Hindustan Bio Sciences Limited, on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify

your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- (C) The e-voting period commences on 25th September 2015 (9:00 am) and ends on 27th September 2015 (6:00 pm). During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) 21.09.2015.

Mr. V.B.S.S. Prasad, a Practicing Company Secretary (Membership # 4139, CP No. 4605) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the

employment of the Company and make a Scrutinizer Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared in the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hindustanbiosciences.in in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

- (xx) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Rule 11 of the Companies (Accounts) Rules, 2014, permits circulation of Annual Report through electronic means to such of the members whose e-mail addresses are registered with NSDL or CDSL (DPs) or with the Company to receive the documents in electronic form and physical copies to those shareholders whose email addresses have not been either registered with the Company or with the DPs.

To support this green initiative of the Government, members are requested to register their e-mail addresses and also intimate changes, if any, with the DPs, in case shares are held in dematerialized form and with STA, in case the shares are held in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO.3.

Name of the Director	J. Uma
Date of Birth	15-05-1959
Address	H.No.6, Daffodils Block, Nectar Garden, Madhapur, Hyderabad, Telangana
Shareholding	600
Qualification	B.Com
Experience	She has vast experience in M/s. Siris Limited
Other Directorships	1

Except Mrs. J.Uma, Being Appointee, JVR Mohan Raju, Managing Director and J. Varuna Varma, Whole Time Director, none of the directors and key managerial personnel of the company and their relatives are concerned or interested, financial or otherwise in the resolution set out at item No.3 this explanatory statement may also be regarded as disclosure under clause 49 of the listing agreement with the stock exchange.

Your directors recommended the resolution for approval as Ordinary Resolutions.

For and on behalf of the Board
For **Hindustan Bio Sciences Limited**

Place : Hyderabad
Date : 29-05-2015

J.V.R. Mohan Raju
Chairman

DIRECTOR'S REPORT

To
The Members,

Your directors are pleased to present their report along with the Audited accounts for the year ended 31-03-2015.

Financial Results:

Rs. In Lakhs

Particulars	2014 – 2015	2013 – 2014
Gross Sales	75.75	225.38
Less: Excise Duty & Sales Tax	0	0
Net Sales	75.75	225.38
Total Expenditure	220.56	324.62
Other Income	0	0
Operating Profit (PBDIT)	(123.75)	(75.20)
Interest	2.61	2.35
Cash Profit	(126.36)	(77.55)
Depreciation and Amortization	18.45	21.69
Profit before Exceptional Item	(144.81)	(99.24)
Exceptional Item	0	0
Profit after Exceptional Item	(144.81)	(99.24)
Provision for Taxation		
i) Current Year	0	0
ii) Deferred Taxation	(0.72)	0.02
Net Profit before Extraordinary Item	(145.52)	(99.22)
Extraordinary Item	0	0
Profit after Extraordinary Item	(145.52)	(99.22)

Note: Previous year figures have been regrouped wherever necessary.

Operations:

During the year the company has sales revenue of Rs.75.75 Lakhs as against last year sales revenue of Rs.225.38 Lakhs, a decrease of about 66.4% in rupee terms. The management is expecting get good revenues from the second half of the financial year 2015-16 with the introduction of 10000 IU potency of Erythropoietin into the market.

Directors:

Mrs. J.Uma, Directors retiring by rotation and being eligible offers herself for reappointment.

Directors Responsibility Statement:

Pursuant to Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, being a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee consists of the following Directors namely Mr.B.R.Rao, Mr.K.Ramachandra Raju, and Mr.M.Satyanarayana Raju.

Brief description of terms of reference:

Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal;

Carry on the evaluation of every director's performance :

Formulation of the criteria for determining qualifications, positive attributes and independence of a director;

Recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

Formulation of criteria for evaluation of independent Directors and the Board;

Devising a policy on Board diversity; and

Any other matter as the Board may decide from time to time.

Nomination and Remuneration policy**The objective of the Policy-**

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior

Management and Key Managerial positions and to determine their remuneration.

To determine remuneration based on the Company's size and financial positions and trends and practices on remuneration prevailing in peer companies.

To carry evaluation of the performance of Directors

To provide them rewards linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Particulars of Loans, Guarantees and Investments Under Section 186:

The company has neither issued any Loans, Guarantees nor made any investments during the Financial Year.

Particulars of Contracts or Arrangements with Related Parties referred To sSec. 188(1):

The Company has not entered into any CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO Sec. 188(1) during the Financial Year

Extract of Annual Return:

The Extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure - A** to this report.

The conservation of energy, technology absorption, foreign exchange earnings and outgo

Information with respect to the conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to provisions of Sec. 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is prepared and annexed as **Annexure-B** to this report.

Statutory Auditors:

At the Annual General Meeting held on 30-09-2014 M/s VASG and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2017. In terms of 1st proviso to section 139(1) of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly appointment of M/s. VASG and Associates, Chartered Accountants is placed for ratification by shareholders. In the regard, the Company has received a certificate from the Auditors to the effect, if they are appointed, it will be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Audit Committee:

Composition Audit Committee included in Corporate Governance report.

Corporate Governance:

Pursuant to the provisions of the Clause 49 of the Listing Agreement a report on Corporate Gover

nance and a certificate from the Statutory Auditors regarding the Compliance of conditions of Corporate Governance are annexed as **Annexure -C** to this report.

Whistle Mechanism:

The Board of Directors have adopted Whistle Blower policy. The Whistle Blower policy aims for conducting the affairs in the fair and transparent manner by adopting highest standards of professionalism, honest, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the chairperson of the audit committee in exceptional cases.

Company Secretary:

The company is not making sufficient profits and hence not able to appoint a Company Secretary but utilizing the service of Sri.V.B.S.S.Prasad practicing Company Secretary to look after legal compliances.

Secretarial Audit Report:

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed Mr. V.B.S.S.Prasad, Practicing Company Secretary (C.P.No: 4605) as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial year ended 31st March, 2015.

Secretarial Audit Report issued by Mr. V B S S Prasad, Practicing Company Secretary in form MR-3 is enclosed as **Annexure – D** to this Annual Report.

There are no qualifications in Secretarial Audit Report.

Particulars of Employees:

No employee of the company is in receipt of remuneration of Rs.60 Lakhs per annum, and no employees is in receipt of Rs.5 Lakhs per month, for any part of the financial year whose particulars are required to be disclosed pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Change in Nature of Business:

There is no change in the Company's nature of business during the financial year ending March 31st, 2015.

Significant and Material Orders Passed By Regulators:

No such orders have been received.

Material Changes and Commitments:

There are no Material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2015 to the date of signing of the Director's Report.

Acknowledgements:

The board wishes to place its deep sense of gratitude to all the employees for their valuable co-

operation and contribution. The board also thanks all Government/statutory organizations for their support extended to the company.

During the Financial year ended 31st march, 2015, the company has not received any complaints pertaining to Sexual Harassment.

The board is also grateful to Banks and all those associated with the company for their co-operation and help.

For and on behalf of the Board
For **Hindustan Bio Sciences Limited**

Place : Hyderabad
Date : 29-05-2015

J.V.R. Mohan Raju.
Chairman

Annexure 'A' to the Director's Report

EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

Form MGT-9

I. REGISTRATION & OTHER DETAILS:	
1 CIN	L26942TG1991PLC013564
2 Registration Date	16-12-1991
3 Name of the Company	HINDUSTAN BIO SCIENCES LIMITED
4 Category/Sub-category of the Company	Public Company Limited by Shares
5 Address of the Registered office & contact details	H.No.8-2-269/S, Plot No.31, Sagar Co-Operative Housing Society, Road No.2, Banjara Hills, Hyderabad -500 034, Tel: 040-23555161, 23555181, Email ID: pharma.hindustanbio@gmail.com
6 Whether listed company	YES
7 Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Venture Capital & Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad - 500 018.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	RECOMBINANT HUMAN ERYTHROPOIETIN	24	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of "shares" "held"	Applicable "Section"
1	NIL	NIL	NIL	NIL	NIL

IV SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2014)				No. of Shares held at the end of the year (As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian a) Individual/HUF	869,800		869,800	8.49%	869,800	0000	869,800	8.49%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2015)				No. of Shares held at the end of the year (As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	284,715	-	284,715	2.78%	284,715	-	284,715	2.78%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,154,515	-	1,154,515	11.26%	1,154,515	-	1,154,515	11.26%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,154,515	-	1,154,515	11.26%	1,154,515	-	1,154,515	11.26%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2.Non-Institutions									
a) Bodies Corp.	645,856	0	645,856	6.30%	516,052	0	516,052	5.03%	-20.10%
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	6,154,994	64,806	6,219,800	60.68%	6,110,669	65,306	6,175,975	60.25%	-0.70%

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31-March-2014)				No. of Shares held at the end of the year (As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	1,520,695	527,400	2,048,095	19.98%	1711040	527400	2,238,440	21.84%	9.29%
c) Others (specify)									
NRI	122,571		122,571	1.20%	116541		116,541	1.14%	-4.92%
CLEARING MEMBER	59,963		59,963	0.58%	49277		49,277	0.48%	-17.82%
Non Resident Indians			-	0.00%			-	0.00%	0.00
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	8,504,079	592,206	9,096,285	88.74%	8,503,579	592,706	9,096,285	88.74%	0.00%
Total Public (B)	8,504,079	592,206	9,096,285	88.74%	8,503,579	592,706	9,096,285	88.74%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	9,658,594	592,206	10,250,800	100.00%	9,658,094	592,706	10,250,800	100.00%	0.00%

(ii) Shareholding of Promoter

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
	No. of Shares	% of Total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the company shares	% of Shares Pledged/ encumbered to total	
1. J V R MOHAN RAJU	852,200	8.31%	0	852,200	8.31%	0	0.00%
2. I SURESH	14,900	0.15%	0	14,900	0.15%	0	0.00%
3. J UMA	600	0.01%	0	600	0.01%	0	0.00%
4. SUPER SOLUTIONS (I) PVT LTD.	284,715	2.78%	0	284,715	2.78%	0	0.00%
5. J VARUN VARMA	2,100	0.02%	0	2,100	0.02%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
At the beginning of the year			1,154,515	11.26%	1,154,515	11.26%
Changes during the year			-	0.00%		0.00%
			-	0.00%		0.00%
			-	0.00%		0.00%
At the end of the year			1,154,515	11.26%	1,154,515	11.26%

**(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1. CHINTALAPATI DEEPIKA			0	0.00%	140,849	1.37%
2. DANLAW SYSTEMS INDIA LTD			133,732	1.30%	133,732	1.30%
3. PRAKASH BABULAL MUTHA			67,153	0.66%	60,153	0.59%
4. RAJ KUMAR PASRICHA			37,789	0.37%	52,353	0.51%
5. K L P RAJU			51,300	0.50%	51,300	0.50%
6. A K CHORDIA			51,052	0.50%	51,052	0.50%
7. ROSHANI NEETISH DOSHI"NEETISH RAMNIKAL DOSHI"			50,000	0.49%	50,000	0.49%
8. PUNJABHAI KESHAVBHAI KADCHHA			35,000	0.34%	50,000	0.49%
9. SARITA GOVIND YADAV			50,000	0.49%	50,000	0.49%
10. I V R KRISHNAM RAJU			45,100	0.44%	45,100	0.44%
At the end of the year			521,126	5.08%	684,539	6.68%

(v) Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and each key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
J V R MOHAN RAJU (MD)			852,200	8.31%	852,200	8.31%
J UMA (Director)			600	0.01%	600	0.01%
J VARUN VARMA(Director)			2,100	0.02%	2,100	0.02%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtdness
Indebtedness at the beginning of the financial year				
i) Principal Amount		6,300,361.00		6,300,361.00
ii) Interest due but not paid		67,500.00		67,500.00
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	6,367,861.00	-	6,367,861.00
Change in Indebtedness during the financial year				
* Addition		5,538,176.00		5,538,176.00
* Reduction		2,253,500.00		2,253,500.00
Net Change	-	3,284,676.00	-	3,284,676.00
Indebtedness at the end of the financial year				
i) Principal Amount		9,598,537.00		9,598,537.00
ii) Interest due but not paid		54,000.00		54,000.00
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	9,652,537.00	-	9,652,537.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount Rs.
	Name : J V R MOHAN RAJU Designation : MANAGING DIRECTOR	
Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300,000.00	300,000.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
Stock Option	-	-
Sweat Equity	-	-
Commission	-	-
- as % of profit	-	-
- others, specify	-	-
Others, please specify	-	-
Total (A)	300,000.00	300,000.00
Ceiling as per the Act		

B. Remuneration to other Directors

Particulars of Remuneration	Name of Directors					Total Amount Rs
	J UMA	J VARUN VARMA	M S RAJU	B R RAO	K R C Raju	
1. Independent Directors						
Fee for attending board /committee meetings	8,000.00	8,000.00	8,000.00	8,000.00	8,000.00	40,000.00
Commission						-
Others, please specify						-
Total (1)	8,000.00	8,000.00	8,000.00	8,000.00	8,000.00	40,000.00
2. Other Non-Executive Directors						-
Fee for attending board committee meetings						-
Commission						-
Others, please specify						-
Total (2)	-	-	-	-	-	-
Total (B)=(1+2)	8,000.00	8,000.00	8,000.00	8,000.00	8,000.00	40,000.00
Total Managerial Remuneration						340,000.00
Overall Ceiling as per the Act						

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD

Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount Rs.
	CEO	CFO	CS	
Name				
Designation				
1. Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2. Stock Option				-
3. Sweat Equity				-
4. Commission				-
- as % of profit				-
- others, specify				-
5. Others, please specify				-
Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees Imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure 'B' to the Director's Report

The conservation of energy, Technology absorption, Foreign Exchange earnings and outgo pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

A. Details of Conservation of Energy:

The operations of the Company are not energy intensive. However, adequate measure have been taken to conserve and reduce the energy consumption by using energy efficient computer monitors and other equipment's, air-conditioners are used only when required and air-conditioned areas have been treated with heat resistant material like sun control film to reduce heat absorption. We believe energy saved is energy produced.

B. Technology Absorption, Adaptation and Innovation

The company is taking up only marketing activity of certain biotechnology products. So no specific technology absorption is took place.

(i). Foreign Exchange Earnings and Outgo.

Particulars	Rs. In Lakhs	
	2014-15	2013-14
Foreign exchange earnings	NIL	NIL
Foreign exchange outgo	75.42	151.31

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT :**Industry Structure and Development**

The Bio Pharma Industry, especially the r-DNA products being imported to India are facing a tough competition of late. Though our company has got it's standing in selling erythropoietin,

we could not able to sell good quantity, as compared to last year. We could reach only 38.70% in terms of quantity (Erythropoietin) compared to last year. However, the company could achieve only 33.60% in terms of price realization due to slashing of prices to some extent to be in the market.

Opportunities and Threats, Product wise Performance and Outlook

The Industry is growing exponentially and so is the competition. Heavy competition is a major threat to our business. The management of our company is pursuing various options to overcome this threat. The following are a few steps that the company is taking to face the competition.

- Increasing the quantity and reducing the prices to compete with others.
- Introducing 10000 IU potency of Erythropoietin into the market, which has a great potential. We are pursuing with DCGI for the License for the same, which is under active consideration and we are hopeful of getting the within a few months.

The company is trading cautiously while introducing new products due to the increased cost of launching new product, challenges faced in getting the necessary approvals and complications in conducting clinical trials.

The company is presently importing and marketing 'Recombinant Human Erythropoietin' with the brand names EPOVIN and EPOSINO & NEPHRODIL The turnover of the company can be further increased, if we get the approval for higher potencies, which is still pending with DCGI.

Though the company has tried its hand in selling domestic Pharmaceutical generics, it could not get a break through as the competition was very high and there is heavy lobbying in the industry. Hence, the company has closed this business to reduce the overheads.

Risks & Concerns

- 1) The competition in the existing product portfolio has increased over the years which are affecting the profits of the company
- 2) The cost & time for getting approvals for new products have become unpredictable and there is no guarantee that the company will get the approvals.
- 3) The DCGI is insisting clinical trials for every product, even though it is marketed in many countries after successful clinical trials in other countries. The conduct of clinical trials involves huge amount of money and time and thus reduces the competitiveness of the product in terms of price.

Internal Control systems and their adequacy

The internal control systems are adequate to the size and nature of operations of the company.

Discussion on financial performance with respect to operational performance:

During the year the company has sales revenue of Rs.75.75 Lakhs as against last year sales revenue of Rs.225.38 Lakhs, a decrease of about 66.4% in rupee terms. The management is expecting get good revenues from the second half of the financial year 2015-16 with the introduction of 10000 IU potency of Erythropoietin into the market.

ANNEXURE - C

Report On Corporate Governance

The following is a report on the steps taken by the company for implementation of Corporate Governance.

Adoption of Code of Corporate Governance by the Company

Corporate Governance is the road map, which guides and directs the Board of Directors to govern the affairs of the Company in a manner most beneficial to all the shareholders, the Creditors, the Government and the Society at large. It ensures the accountability of the Board in its decisions.

Corporate Governance is indispensable to resilient and vibrant capital markets and is an important instrument of investor protection.

Corporate Governance, in its true sense, is deeply embedded in the corporate Philosophy of your company.

Board Of Directors:

The Board of Directors comprising One Managing Director Two Non Executive Non Independent Directors and Four Independent Directors. The composition of the Board is in conformity with clause 49 of the listing agreement. The details are given below.

- | | | |
|------------------------------|---|------------------------------|
| 1. Sri J.V.R.Mohan Raju | - | Chairman & Managing Director |
| 2. Mr. J Varun Varma | - | Whole time Director |
| 3. Sri B.R.Rao | - | Director |
| 4. Sri A.V.V.Satyanarayana | - | Director |
| 5. Smt. J.Uma | - | Director |
| 6. Sri K.Rama Chandra Raju | - | Director |
| 7. Sri M. Satyanarayana Raju | - | Director |

Board Meetings:

The board of directors met 4 (Four) times during the financial year on 30-05-2014, 31-07-2014, 31-10-2014 & 31-01-2015.

Name of the Director	Category	No. of Board Meetings Attended	Attendance at Last AGM	No. of outside Directorships held
1. J. V. R.Mohan Raju	MD	4	Yes	3
2. J.Uma	NED	4	Yes	1
3. J Varun Varma	NED	4	Yes	4
4. B.R.Rao	NED	4	Yes	NIL
5. A.V.V.Satyanarayana	NED	-	No	NIL
6. K.Rama Chandra Raju	NED	4	Yes	NIL
7. M.Satyanarayana Raju	NED	4	Yes	2

Remuneration to Directors

The details of remuneration paid to all the directors for the year 2014-2015 are:

Non Executive Directors: (Sitting Fee Only)

a. Smt. J. Uma	-	Rs. 8,000/-
b. Sri. B.R.Rao	-	Rs. 8,000/-
c. Sri. K.Rama Chandra Raju	-	Rs. 8,000/-
d. Sri. M.Satyanarayana Raju	-	Rs. 8,000/-
e. Mr.J Varun Varma	-	Rs. 8,000/-

Executive Directors:

Sri. J.V.R.Mohan Raju	-	Rs.3,00,000/-
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The details of the Directors seeking Appointment/reappointment are as follows:

Name of the Director	Mrs. Jampana Uma
Date of Birth	15-05-1959
Address	H.No.6, Daffodils Block,Nectar Garden, Madhapur, Hyderabad, Telangana
Shareholding	600
Qualification	B.Com
Experience	She has vast experience in M/s. Siris Limited
Other Directorships	1

Audit Committee :

The audit committee as on 31st March, 2015 consists of

- 1). Sri. B.R.Rao, Chairman
- 2). Mr. J Varun Varma
- 3). Smt. J.Uma.

All the above members are non-executive directors. Sri B.R.Rao possesses expert knowledge in the area of finance and accounting.

In accordance with Clause 49 of the Listing Agreement and also Section 177 of the Companies Act, 2013, the terms of reference stipulated by the Board to the Audit Committee are as follows:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement (s)/are correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.

- Reviewing with the management the annual financial statements before submissions to the Board.
- Reviewing with the management, external auditors and the adequacy of internal control systems.
- Discussions with external auditors before the audit commences regarding the nature and scope of audit as well as to have post audit discussion to ascertain any area of concern.
- Reviewing the company's financial and risk management policies.

During the year, Audit Committee met on 30-05-2014, 31-07-2014, 31-10-2014 & 31-01-2015 all the members attended the meeting under the chairman ship of Sri. B.R.Rao.

The Audit Committee has not made any specific recommendations.

Stakeholders Relationship, Grievance and Share Transfer Committee:

All the directors of the board are the members of investor's grievance committee, Sri. B.R.Rao is the chairman of the committee. The Committee met twice during the year. The dates on which the Committee meetings were held are: 31-10-2014 & 31-01-2015.

Reconciliation of Share capital Audit

As required by the Regulations of the Securities and Exchange Board of India (SEBI), the issued and listed capital of the company is reconciled with the aggregate of the number of shares held by investors in physical mode and in the demat mode. A Certificate is being obtained on a quarterly basis to this effect from a Practicing Company Secretary and submitted to the Stock Exchanges where the Company's shares are listed. No discrepancies were found or reported by the Secretarial Auditor between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories for the financial year 2014-15.

Compliance Officer:

Sri JVR Mohan Raju, Managing Director of the Company is the Compliance Officer.

The company has attended to most of the investor's grievances/correspondence within a period of 15 days from the date of receipt. Almost all the rest of the grievances was attended within the maximum period of 30 days. All Transfers were completed within the maximum period of 30 days.

In view of SEBI's new regulations, a series of steps have been taken to put in place appropriate corporate governance policies for your Company as reported below:

- 1) The Board of Directors had met 4 times during the year 2014-2015 and the gap between any two successive meetings did not 120 days.
- 2) The Board has seven members comprising of One Managing Director and Six Non Executive Directors.
- 3) Share transfer/Transmissions are being processed and approved promptly through Circular Resolutions of the Share Transfer Committee ratified subsequently by the Board at its regular meetings.
- 4) There are no outstanding major complaints received from the share holders.

- 5) The Board is pleased to inform that during the financial year 2014-2015 no penalties/strictures have been imposed on the company by the stock exchanges, Registrar of companies, SEBI or any statutory authority in any manner related to capital market.
- 6) The Listing fees to Bombay Stock Exchange Limited, Mumbai for the year 2015-2016 is paid.
- 7) The Company has complied with the requirements of allowing shareholders to hold the shares in electronic form and appointed M/s. Venture Capital & Corporate Investments Ltd., as Registrars for De-mat shares. So far 9658094 shares have been dematerialized.
- 8) The Company has complied with the requirements of the stock exchanges like holding Board meetings for consideration of Un-Audited Financial Results, obtaining a limited review report from the auditors and the half yearly accounts (Un-Audited for the half year ended 30-09-2014) and sent a copy of the same to the stock exchanges as stipulated in the Listing Agreement with the stock exchanges.

Nomination Remuneration Committee:

The remuneration committee consists of the following Directors.

- 1). Sri. B.R.Rao, Chairman
- 2). Sri K.Ramachandra Raju
- 3). Sri M.Satyanarayana Raju

The committee had met on 31-10-2014 during the financial year 2014-15.

Postal Ballot:

No special Resolutions were required to be passed through postal ballot last year.

General Shareholder Information

1. Book Closure Date : 22.09.2015 to 30.09.2015 (both days Inclusive)
2. Date, Time and Venue of the 23rd Annual General Meeting : 30.09.2015 at 10.00 A.M. at
H.No. 8-2-269/S, Plot No.31,
Sagar Society, Road No.2,
Banjara Hills, Hyderabad – 500 034.
3. Listing on Stock Exchange : Bombay Stock Exchange Limited
4. Listing Fee : Listing Fees for the year 2015-16 is paid to
Bombay Stock Exchange Ltd.
5. Registered Office : H.No: 8-2-269/S, Plot No: 31,
Sagar Co-Operative Housing Society, Road No: 2,
Banjara Hills, Hyderabad – 500 034.
Ph.No: 23555161, Fax: 40205171
Email: pharma.hindustanbio@gmail.com
6. Place Where Share Transfers are to be lodged : Secretarial Dept. at Regd. Office.
7. Investors' Correspondence&Share : Compliance Officer.

- Transfers (in Physical Form) HINDUSTAN BIO SCIENCES LIMITED
H.No: 8-2-269/S, Plot No: 31,
Sagar Co-Operative Housing Society, Road No: 2,
Banjara Hills, Hyderabad – 500 034.
Ph.No: 23555161, Fax: 40205171
Email: pharma.hindustanbio@gmail.com
- (Share transfers in physical form are processed In house by Secretarial Department of the Company)
- For Electronic Mode : M/s. Venture Capital & Corporate Investments Private Limited.
12-10-167, Bharat Nagar,Hyderabad - 500 018.
8. Company's ISIN No. : INE597C01013
9. Trading in shares (Electronic Form) : Compulsory Demat
10. Dividend Declared in earlier years : The Company has not declared dividend so far
11. Publication of Unaudited/Audited Financial Results in the press : Normally Published

12.	Date & Venue of the last Three Annual General Meetings.	Date	Venue	Special Resolution Passed
	Twentieth Annual General Meeting	29-09-2012	Plot No.31, Sagar Society, Road No.2, Banjara Hills Hyderabad - 500 034.	Nil
	Twenty First Annual General Meeting	30-09- 2013	Plot No.31, Sagar Society, Road No.2, Banjara Hills Hyderabad - 500 034.	appointment J Varun Varma as a Director
	Twenty Second Annual General Meeting	30-09- 2014	Plot No.31, Sagar Society, Road No.2, Banjara Hills Hyderabad - 500 034.	Nil

Market price data on company's scrip on Bombay Stock Exchange Ltd for the Financial Year 2014-2015

Month	Highest		Lowest	
	Rate (Rs.)	Date	Rate (Rs.)	Date
Apr-14	1.15	15-04-14	0.87	04-04-14
May-14	1.06	30-05-14	0.81	21-05-14
Jun-14	1.79	25-06-14	1.06	02-06-14

Month	Highest		Lowest	
	Rate (Rs.)	Date	Rate (Rs.)	Date
Jul-14	1.55	01-07-14	0.98	30-07-14
Aug-14	1.44	28-08-14	0.93	11-08-14
Sep-14	2.15	17-09-14	1.50	01-09-14
Oct-14	1.96	07-10-14	1.73	31-09-14
Nov-14	1.75	05-11-14	1.09	25-11-14
Dec-14	2.06	29-12-14	1.23	01-12-14
Jan-15	1.98	01-01-15	1.54	29-01-15
Feb-15	1.78	09-02-15	1.60	26-02-15
Mar-15	1.89	11-03-15	1.36	27-03-15

PATTERN OF SHAREHOLDING AS ON 31-03-2015

DESCRIPTION	NO.OF SHAREHOLDERS	%	NO. OF SHARES	%
INDIVIDUAL	6669	97.60	9284215	90.57
FI	-	-	-	-
FII	-	-	-	-
NRI	31	0.45	116541	1.14
BODIES CORPORATE	117	1.71	800767	7.81
CLEARING MEMBER	16	0.23	49277	0.48
FOREIGN NATIONAL	-	-	-	-
MUTUAL FUNDS	-	-	-	-
TRUSTEES	-	-	-	-
BANK	-	-	-	-
ANY OTHER	-	-	-	-
TOTAL	6833	100	10250800	100

Distribution of Shareholding As on 31.03.2015

Range	NO.OF SHAREHOLDERS	%	NO. OF SHARES	%
UP TO 500	4052	59.30	1074803	10.49
501 TO 1000	1297	18.98	1172354	11.44
1001 TO 2000	689	10.08	1137467	11.10
2001 TO 3000	279	4.08	743585	7.25
3001 TO 4000	108	1.58	396258	3.87
4001 TO 5000	123	1.80	597424	5.83
5001 TO 10000	166	2.43	1267059	12.36
10001 & ABOVE	119	1.74	3861850	37.67
TOTAL	6833	100	10250800	100.00

Declaration on compliance with code of conduct

I declare that the company has received affirmation of compliance with the “Code of Business conduct for Directors and Senior Executives” laid down by the Board of Directors, from all the Directors and Senior Management personnel of the company, to whom the same is applicable, for the financial year ended 31st March, 2015.

J.V.R. Mohan Raju.

Chairman & Managing Director

Place : Hyderabad

Date : 29.05.2015

ANNEXURE –D

Secretarial Audit Report as per Section 204 of the Companies Act, 2013:

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

FORM NO. MR.3

Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members,

M/s. Hindustan Bio Sciences Limited

Hyderabad.

1. We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. Hindustan Bio Sciences Limited (hereinafter called as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.
2. The company is engaged in the trading of Pharmaceuticals.
3. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
4. WE have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Hindustan Bio Sciences Limited (hereinafter called as “the Company”) for the financial year from 1st April 2014 and ended with 31st March, 2015 (“Audit Period”) according to the provisions of :
 - i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act)

and the Rules made there under;

- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') AND THE Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines 1999.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998;
 - i) The following other laws as specifically applicable in the view of the Management.
 - (i) Income Tax act, 1961
 - (ii) Central Sales Tax Act, 1956
 - (iii) Telangana & Andhra Pradesh Value Added Tax
 - (iv) The payment of bonus Act, 1965
 - (v) Telangana & Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987
 - (vi) Customs Act, 1962
 - (vii) Finance Act,1994 (Service Tax)
 - (viii) Factories Act, 1948

- (ix) Industrial Disputes Act, 1947
- (x) Minimum Wages Act, 1948
- (xi) The Payment of Gratuity Act, 1972
- (xii) The Payment of Wages Act, 1936
- (xiii) The Maternity Benefit Act, 1961
- (xiv) A.P Shops & Establishment Act, 1988
- (xv) The National and Festival Holidays Act, 1963
- (xvi) The Employees Provident fund and Miscellaneous provisions act, 1952
- (xvii) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1956.

The Company do not have any factory and no production activity is being carried out.

Hence several Industrial and Labour Laws are not applicable. Applicable statutory provisions have been verified and found satisfactory.

5. We have also examined compliance of the applicable clauses of the Listing Agreements entered into by the Company with the BSE Limited.
6. We further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. Mentioned above. However, please note for the audit period.
 - (i) SEBI (ICDR) Regulations, 2009 are not applicable, as there being no further issues of any securities.
 - (ii) SEBI (ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.
 - (iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as there being no debt securities, which are listed on any of the recognized stock exchange.
 - (iv) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being not instances of delisting of equity Shares.
 - (v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares
 - (vi) The Ministry of Corporate Affairs has not notified applicable Secretarial Standards under the Companies Act 2013, therefore, the same was not considered in the Audit.
 - (vii) The compliance of other specific applicable laws as listed in 4 (V) (i) above, were relied on the basis of representations and compliance certificates issued by the Managing director compliance officers and other officials of respective / concerned Departments of the company.
7. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the compositions of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the act.
 - b. Adequate Notice is given to all the Directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
 - c. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
 - d. Majority decision is carried through and there were not instances of dissenting members in the Board of Directors.
8. We further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 9. We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to the above.

PLACE : HYDERABAD

DATE : 25.05.2015

V B SS PRASAD
COMPANY SECRETARY
M.NO: F4139
CP No. 4605

Chairman & Managing Director's (CMD) Certification & Declaration

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby certified that for the financial year ended March 31st 2015.

- A). We have reviewed financial statements and the cash flow statements for the year and that to the best of our knowledge and belief,
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B). There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violate of the Company's Code of Conduct.
- C). We accept responsibility for establishing and maintaining internal controls and they have evaluated the effectiveness of internal control systems of the company and they have disclosed to the Auditor's and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take, to rectify these deficiencies.
- D). We have indicated to the Auditors and the Audit Committee:
 - i). Significant changes in internal control over financial reporting during the year;
 - ii). Significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii). Instances of significant fraud of which they have become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- E). We affirm that all Directors and Senior Management have complied with the Code of Conduct for the year.

J.V.R. Mohan Raju
Chairman & Managing Director

Place : Hyderabad
Date : 29.05.2015

Auditor's Certificate on compliance of conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the stock exchanges.

To
The Members of
Hindustan Bio Sciences Limited

We have examined the compliance of conditions of corporate governance by Hindustan Bio Sciences Limited, for the year ended 31-03-2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Mumbai Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause.

It is neither an audit nor an expression of opinion on the financial statements of the company.

No investor grievances are pending for a period exceeding one month against the company as per the records maintained by the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **VASG AND ASSOCIATES**
Chartered Accountants
FRN 006070S

Place : Hyderabad
Date : 29.05.2015

(A.Viswanatha Rao)
Partner
Member Ship No. 029597

INDEPENDENT AUDITORS' REPORT

To
The Members of Hindustan Bio Sciences Ltd.
Report on the Financial Statements

1. We have audited the accompanying financial statements of Hindustan Bio Sciences Limited ("the Company") which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation to the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015
 - (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
 - (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2015 ('the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
8. As required by Section 143(3) of the Act, we report that:
- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit & Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit & Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act;

For **VASG AND ASSOCIATES**
Chartered Accountants
FRN 006070S

Place : Hyderabad
Date : 29.05.2015

(A.Viswanatha Rao)
Partner
Member Ship No. 029597

Annexure to the Independent Auditors' Report:

The Annexure referred to in our Independent Auditors' Report of even date to the members of Hindustan Bio-Sciences Limited on the accounts of the company for the year ended 31st March, 2015, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted unsecured interest free loans to a company and a proprietorship covered in the register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.
7. (a) According to the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
8. The Company has been registered for a period of more than five years. Hence, the clause is not applicable.

9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. The company has not given any term loans during the year.
11. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **VASG AND ASSOCIATES**
Chartered Accountants
FRN 006070S

Place : Hyderabad
Date : 29.05.2015

(A.Viswanatha Rao)
Partner
Member Ship No. 029597

BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Notes	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	1	102,508,000	102,508,000
(b) Reserves and surplus	2	(33,426,450)	(18,322,761)
Non-current liabilities			
(1) Long-term borrowings	3	9,652,537	6,367,861
(2) Current Liabilities			
(a) Short Term Borrowings	4	-	1,374,700
(b) Trade Payables	5	1,426,285	4,040,457
(c) Short-Term Provisions	6	372,066	715,196
Total Equity & Liabilities		80,532,438	96,683,452
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets	7		
(i) Gross Block		24,478,978	24,730,533
(ii) Depreciation		4,456,068	3,934,420
(iii) Net Block		20,022,910	20,796,113
(b) Deferred Tax Asset	8	431,596	503,348
(c) Long term loans and advances	9	53,984,620	56,059,965
(2) Current Assets			
(a) Inventory		903,192	1,738,742
(b) Trade receivables	10	3,208,451	12,472,573
(c) Cash and cash equivalents	11	1,981,669	1,681,835
(d) Short-term loans and advances	12	-	1,677,351
Miscellaneous Expenditure not writtenoff		-	1,753,525
Total Assets		80,532,438	96,683,452
NOTES TO ACCOUNTS	20	-	-
Schedules referred to above and notes attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of even date.			
FOR VASG & ASSOCIATES		FOR HINDUSTAN BIO SCIENCES LIMITED	
CHARTERED ACCOUNTANTS			
FRN: 006070S			
(A. VISWANATHA RAO)	J.V.R.Mohan Raju	J.Uma	
Partner	Chairman&Managing Director	Director	
Membership No. : 029597			
PLACE : HYDERABAD			
DATE : 29.05.2015			

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31st MARCH, 2015

Particulars	Notes	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
I Revenue from operations	13	7,575,356	22,537,709
II Total Revenue		7,575,356	22,537,709
III Expenses:			
Cost of materials consumed	14	13,059,218	17,193,539
Employee Benefit Expenses	15	2,536,142	4,426,611
Financial Costs	16	312,847	277,476
Depreciation and Amortization Expenses	17	1,845,460	2,168,760
Other Administrative Expenses	18	3,611,728	4,302,744
Selling Expenses	19	690,608	4,092,640
IV Total Expenses		22,056,003	32,461,770
V Profit /(Loss)before exceptional and extraordinary items and tax	(II - IV)	(14,480,647)	(9,924,061)
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax	(V - VI)	(14,480,647)	(9,924,061)
VIII Extraordinary Items		-	-
IX Profit/(Loss) before tax	(VII - VIII)	(14,480,647)	(9,924,061)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(71,752)	1,770
XI Profit/(Loss) from the period from continuing operations	(IX-X)	(14,552,399)	(9,922,291)
XII Profit/(Loss) from discontinuing operations		-	-
XIII Tax expense of discounting operations		-	-
XIV Profit/(Loss) from Discontinuing operations	(XII-XIII)	-	-
XV Profit/(Loss) for the period	(XI+XIV)	(14,552,399)	(9,922,291)
XVI Earning per equity share:			
(1) Basic		(1.42)	(0.97)
(2) Diluted		(1.42)	(0.97)

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement
This is the Profit & Loss Statement referred to in our Report of even date.

FOR VASG & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 006070S

FOR HINDUSTAN BIO SCIENCES LIMITED

(A. VISWANATHA RAO)
Partner
Membership No. : 029597

J.V.R.Mohan Raju
Chairman&Managing Director

J.Uma
Director

PLACE : HYDERABAD
DATE : 29.05.2015

Notes Forming Integral Part of the Balance Sheet as at 31st March,2015**Notes : 1 Share Capital**

S.No.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	AUTHORIZED CAPITAL (1,10,00,000 Equity Shares of Rs.10/- each.)	110,000,000	110,000,000
		110,000,000	110,000,000
2	ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL (10250800 Equity shares of Rs.10/- each)	102,508,000	102,508,000
	Total ISSUED, SUBSCRIBED AND FULLY PAID UP CAPITAL	102,508,000	102,508,000

Reconciliation of the shares outstanding at the beginning
and at the end of the reporting period
Equity Shares

	31-Mar-15		31-Mar-14	
	No.of shares	Amt. Rs.	No.of shares	Amt. Rs.
At the beginning of the period	10250800	102508000	10250800	102508000
Issued during the year	----	-----	----	-----
Outstanding at the end of the period	10250800	102508000	10250800	102508000

A.Terms \Rights attached to Equity Shares

The company has only one class of Equity Shares having at par value of Rs.10/- each.Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company,the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

B.Details of shareholders holding more than 5% Shares in the company

Sl.No.	Particulars	No.of shares	% of share holding
1	JVR Mohan Raju	852200	8.31

Notes : 2 Reserves & Surplus

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
	Balance brought forward from previous year	(18,322,761)	(8,400,470)
	Excess Depreciation claimed due to Schedule II	551,289	0
	Add: Loss for the period	(14,552,399)	(9,922,291)
	Total Reserves & Surplus	(33,426,450)	(18,322,761)

Notes : 3 Long Term Borrowings

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Loans -Others	9,652,537	6,367,861
	Total Long Term Borrowings	9,652,537	6,367,861

The Loan-others included unsecured loan taken from V Rangaiah during the year 2011-12 and carries interest @24%p.a.

Notes : 4 Short Term Borrowings

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Super Solutions India Pvt. Ltd.,	-	1,174,700
2	HES Infra Private Limited	-	200,000
	Total Short Term Borrowings	-	1,374,700

Notes : 5 Trade Payables

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Sundry Creditors	1,426,285	4,040,457
	Total Trade Payables	1,426,285	4,040,457

Notes : 6 Short Term Provisions

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	CST Payable	16,128	70,042
2	Salaries Payable	116,193	108,150
3	Rent Payable	69,770	215,460
4	Professional Tax Payable	850	850
5	TDS Payable	84,527	259,933
6	Audit Fee payable	54,598	54,598
7	Vat Payable	0	(45,837)
8	TDS on Salaries	0	52,000
9	Professional charges payable	30,000	0
	Total Short Term Provisions	372,066	715,196

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2015

Notes : 7 Fixed Assets

S. No.	Particulars	Gross Block				Depreciation				Net Block		
		Value at the beginning	Addition during the period	Deduction during the period	Value at the end	Value at the beginning	Addition during the period	Depreciation on account of change in useful life	Deduction during the period	Value at the end	WDV as on 31.03.2015	WDV as on 31.03.2014
I	Tangible Assets											
1	COMPUTERS	262,283	-	101,933	160,350	149,895	12,920	9,440	56,859	115,396	44,954	112,388
2	FURNITURE & FIXTURES	713,786	-	202,881	510,905	458,760	-	82,108	55,508	483,360	25,545	255,026
3	OFFICE EQUIPMENT	415,809	-	-	415,809	367,395	2,399	23,496	-	393,290	22,519	48,414
4	VEHICLES	2,702,736	-	-	2,702,736	2,117,016	45,224	170,963	-	2,333,203	369,533	585,720
5	CAPITAL WIP	19,229,514	-	-	19,229,514	-	-	-	-	-	19,229,514	19,229,514
6	AIR CONDITIONER	179,052	71,600	-	250,652	121,461	8,374	15,749	-	145,584	105,068	57,591
7	REFRIGERATOR	96,639	-	10,541	86,098	61,205	1,789	14,115	2,404	74,705	11,393	35,434
8	NETWORKING(LAN)	45,614	-	-	45,614	38,755	-	4,578	-	43,333	2,281	6,859
9	ELECTRICAL INSTALLATION	68,500	26,700	19,000	76,200	20,845	5,036	-	3,983	21,898	54,302	47,655
10	TELEVISION	115,300	-	-	115,300	47,587	8,313	2,616	-	58,516	56,784	67,713
11	WEBSITE	55,500	-	15,500	40,000	36,654	-	6,168	2,822	40,000	-	18,846
12	EPBX	42,800	-	-	42,800	36,532	-	4,128	-	40,660	2,140	6,268
13	WALK IN COOLER	213,000	-	-	213,000	135,743	7,880	-	-	143,623	69,377	77,257
14	FITNESS EQUIPMENT	590,000	-	-	590,000	342,572	-	217,928	-	560,500	29,500	247,428
	Total	24,730,533	98,300	349,855	24,478,978	3,934,420	91,935	551,289	121,576	4,456,068	20,022,910	20,796,113
	(Previous Year)	24,730,533	98,300	349,855	24,478,978	3,934,420	91,935	551,289	121,576	4,456,068	20,022,910	20,796,113
		26,160,108	68,000	1,497,575	24,730,533	4,048,359	415,235	-	529,174	3,934,420	20,796,113	22,111,749

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Notes : 8 Deferred Tax Asset

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Timing Difference of Depreciation on Assets	431,596	503,348
	Total Differred Tax Asset	431,596	503,348

Being the Impact of difference between tax depreciation and Depreciation charged for the financial reporting on Fixed Assets as per AS-22.

Notes : 9 Long Term Loans and Advances

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
I)	Capital Assets		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
II)	Security Deposit		
	a) Secured, Considered Good :		
	Earnest Money Deposit	-	-
	Other Deposit	225,340	468,192
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	Loans & Advances to related parties		
	Unsecured, Considered good	1,251,845	2,484,338
IV)	Advances recoverable in cash or kind		
	Unsecured Considered good	2,200,000	2,800,000
V)	Other Loans & Advances	50,307,435	50,307,435
	Total Long Term Loans and Advances	53,984,620	56,059,965

9(iii).Loans & Advances to related parties

31-Mar-2015

31-Mar-2014

(Amount in Rs.)

(Amount in Rs.)

Due from Basix Infotech India Private Limited in which

Managing Director is a Director

1,251,845

1,193,085

Due from Hindustan Overseas corporation in which Managing

Director is Proprietor

-

1,291,253

9(v) The other Loans and Advances relates to the amount received during the tenure of previous management, which are subject to confirmation.

Notes : 10 Trade Receivables

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Outstanding for more than six months		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	a) Secured, Considered Good :	3,208,451	12,472,573
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
	Total Trade Receivables	3,208,451	12,472,573

Notes : 11 Cash & Cash Equivalent

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Cash-in-Hand		
	Cash Balance	982,303	1,133,857
	Petty Cash Balance	-	-
	Sub Total (A)	982,303	1,133,857
2	Bank Balance		
	With Axis Bank	976,526	532,433
	With Axis Bank Bangalore Br.	-	2,707
	With HDFC Bank	22,839	12,839
	Sub Total (B)	999,365	547,979
3	Cheques on Hand (C)	-	-
	Total [A + B + C]	1,981,669	1,681,835

Notes :12 Short Term Loans and Advances

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Loans & Advances to related parties		
	a) Secured, Considered Good :		
	Advance to Associate Concerns	-	300,000
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good	-	1,377,351
		-	-
	Total Short Term Loans and Advances	-	1,677,351

Schedules Forming Part of the Profit & Loss Accounts as at 31st March, 2015**Notes : 13 Revenue from Operations**

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Sales- Imported materials	7,521,170	20,647,560
	Sales Domestic Direct	13,026	652,521
	Sales -Consignment	-	1,237,628
	Difference in Foreign Currency	41,160	-
	Total Revenue from Operations	7,575,356	22,537,709

Notes : 14 Cost of Material Consumed

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Purchases	13,059,218	17,193,539
	Total Cost of Material Consumed	13,059,218	17,193,539
A	DETAILS OF PURCHASES		
	Opening Stock	1,220,738	3,320,325
	Purchases-Indigenious	-	52,146
	Sales Returns - Consignment & Domestic	6,892,563	-
	Packing Materials	-	756
	Cylinder Charges	-	-
		8,113,301	3,373,227
	Less: Closing Stock	-	1,220,738
	A	8,113,301	2,152,489
B	Purchases-Imports		
	Opening stock	518,004	5,559
	Material-Erythroprieten	4,969,353	14,625,842
	Customs Duty	261,103	753,966
	Carriage Inwards	6,250	18,470
	Handling & Demurrage	79,175	120,665
	Service Charges	15,224	34,552
		5,849,109	15,559,054
	Less: Closing Stock	903,192	518,004
	B	4,945,917	15,041,050
	Total A+B	13,059,218	17,193,539

Notes : 15 Employment Benefit Expenses

S.NO.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Salaries, Bonus, PF & ESIC	2,094,989	3,609,805
2	Directors Remuneration	300,000	600,000
3	Staff Medical Bags	-	7,552
3	Staff Welfare	141,153	209,254
	Total Employment Benefit Expenses	2,536,142	4,426,611

Remuneration paid to Managing Director Mr.J.V.R.Mohan Raju.

Notes :16 Financial Cost

S.No.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Bank Charges	52,076	42,904
2	Interest	260,771	234,572
	Total Financial Cost	312,847	277,476

Notes : 17 Depreciation & Amortization Expenses

S.No.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Depreciation	91,935	415,235
2	Preliminary Expenses W/O	1,753,525	1,753,525
	Total Depreciation & Amortization Expenses	1,845,460	2,168,760

Notes:18 Other Administrative Expenses

S.No.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Audit Fee	60,665	60,665
2	Office maintenance	80,608	30,999
3	Printing & stationery	163,731	79,619
4	Rent Rates & Taxes	495,325	668,816
5	Telephone, Postage & Telegrams	194,107	276,726
6	General Expenses	28,500	50,418
7	Director's sitting fee	40,000	40,000
8	Repairs & Maintenance	46,130	80,536
9	Vehicle Maintenance	273,756	417,960
10	Professional Charges	169,678	520,875
11	Bad Debts Written Off	531,919	39,722
12	Travelling & conveyance	814,581	973,852
13	Advertisement	43,000	42,600
14	Electricity Charges	55,525	61,023
15	Business Promotion	195,344	128,921
16	Donations	-	22,201
17	M.R.Reporting Software	-	76,937
18	Subscription	44,080	56,019
19	Difference in Foreign Exchange	-	226,454
20	Expired Goods destroying charges	115,000	-
21	Loss on Sale of Assets	136,279	448,401
22	Vat	77,208	-
23	Testing charges	46,292	-
	Total Other Administration Expenses	3,611,728	4,302,744

Notes :19 Selling Expenses

S.No.	Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
1	Carriage Outwards	151,373	183,324
2	Sales Commission	500,615	3,205,647
3	Conv.& other Allowances to M.R's & ABM's	38,620	703,669
	Total Selling Expenses	690,608	4,092,640

Schedule: 20

Notes forming part of accounts

A) Significant Accounting Policies:**1). Basis of preparation of Financial Statements:**

i. The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013

ii. Financial Statements are based on historical cost and are prepared on accrual basis

2). Fixed Assets

Fixed Assets are stated at original cost less accumulated depreciation. Cost includes invoice price and wherever applicable freight, duties and taxes, related interest on specific borrowings upto the date of acquisition /installation and expenses incidental to acquisition and installation but exclude recoveries.

3). Depreciation :

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance Profit and Loss Account amounting to Rs. 551,289/-.

4). Stock In Trade:

The Closing stock is valued at cost or net realisable value whichever is lower.

5). Revenue Recognition:

The income from activities is recognized as income on the date of sale. The Company Provides for all expenses on accrual basis. Expenditure, the benefit of which accrues over a number of years are treated as deferred revenue expenses and is written off equally over the number of years during which such benefits accrued in installments over a period of ten years during which such benefits accrued to the Company.

6). Miscellaneous Expenditure:

Pre Operative expenses are written off in equal installments over a period of five years.

7). Taxes on Income:

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income – tax payable / recoverable in respect of the taxable income / loss for the reporting period. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originate in one period and capable of reversal in one or more subsequent periods.

8) Current liabilities include Rs. NIL payable to small scale and Ancillary industrial undertakings to the extent such parties have been identified from the available documents.

9) Quantitative Details of purchases and sales during the year are as follows:

a) Imports

Injections	Opening Stock	Purchase Units	Sales Units	Sample Units	Expired Units	Closing Stock
2000IU	2039	22898	20710	15	18	4194
4000IU	2009	17168	16007	10	8	3152
6000IU	36	0	0	0	0	36

b) Domestic

Product Name	Opening Stock	Receipts		Issues		Expired Goods	Closing Stock
		Sales	Returns	Sales	Samples		
AROMYCIN 250MG	0	1497	0	0	0	1497	0
AROMYCIN 500MG	0	4930	0	0	0	4930	0
BYCLOX	0	1633	0	0	0	1633	0
CB TOUCH	4000	9156	4000	0	0	9156	0
CLEARFAST DROPS	0	3415	0	0	0	3415	0
EDINIL 10MG	14320	12448	14320	0	0	12448	0
EDINIL D	0	13403	0	0	0	13403	0
GESIC GEL	0	10803	0	0	0	10803	0
GESIC MR	1829	9649	1829	0	0	9649	0
KORYL	1626	9922	1626	0	0	9922	0
LIVOHIN	1000	8762	1000	0	0	8762	0
MAXION	19200	11226	19200	0	0	11226	0
OWAX	9924	4825	9924	0	0	4825	0
PANTOREST	0	7682	0	0	0	7682	0
PANTOREST D	0	6569	0	0	0	6569	0
PANTOUCH PLUS	140	5108	140	0	0	5108	0
SALFAST	19000	7256	19000	0	0	7256	0
VASORIN SYRUP	24592	26556	24592	0	0	26556	0
VERFORTE 16	12021	12143	12021	0	0	12143	0
VERFORTE 8	9623	10813	9623	0	0	10813	0
Physician Samples							
LIVOHIN PS	0	0	0	0	0	0	0
MAXION PS	5000	0	0	5000	0	0	0
VERFORTE 8 PS	8500	0	0	8500	0	0	0
CLEARFAST DROPS PS	296	0	0	296	0	0	0
OWAX PS	300	0	0	300	0	0	0
KORYL PS	0	0	0	0	0	0	0
SALFAST PS	300	0	0	300	0	0	0
VASORIN SYRUP PS	3000	0	0	3000	0	0	0

Vide our report of even date

For VASG & ASSOCIATES

Chartered Accountants

FRN: 006070S

(A.Viswanatha Rao)

Partner

Member Ship No. 029597

For Hindustan Bio Sciences Limited

J.V.R.Mohan Raju
Chairman & Managing Director

J.Uma
Director

Place : Hyderabad

Date : 29-05-2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at 31st Mar 2015 Rs.	As at 31st Mar 2014 Rs.
Profit before tax from continuing operations	(14,480,647)	(9,924,061)
Profit before tax from discontinuing operations	0	0
Profit before tax	(14,480,647)	(9,924,061)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/amortization on continuing operation	1,845,460	2,168,760
Loss on sale of fixed assets	136,279	448,401
Interest expense	260,771	234,572
Operating profit before working capital changes	(12,238,137)	(7,072,328)
Movements in working capital :		
Increase/(decrease) in trade payables	(2,614,172)	(821,014)
Increase/(decrease) in short-term provisions	(343,130)	(819,722)
Increase/(decrease) in other current liabilities	(1,374,700)	774,700
Decrease/(increase) in Trade receivables	9,264,122	2,347,486
Decrease/(increase) in inventories	835,550	1,587,142
Decrease/(increase) in long-term loans and advances	2,075,345	(1,810,618)
Decrease/(increase) in short-term loans and advances	1,677,351	1,235,413
Decrease/(increase) in other current assets	-	-
Cash generated from /(used in) operations	(2,717,772)	(4,578,940)
Direct taxes paid (net of refund)	0	0
Net cash flow from/(used in) operating activities (A)	(2,717,772)	(4,578,940)
Cash flows from investing activities		
Purchase of fixed assets, including tangible assets,	(98,300)	(68,000)
Proceeds from sale of fixed assets	92,000	520,000
Interest received	0	0
Net cash flow from/(used in) Investing activities (B)	(6,300)	452,000
Cash flows from financing activities		
Proceeds from long-term borrowings	3,284,676	5,259,861
Interest paid	(260,771)	(234,572)
Net cash flow from/ (used in) financing activities (C)	3,023,905	5,025,289
Net increase/(decrease) in cash and cash equivalents(A+B+C)	299,833	898,348
Cash and cash equivalents at the beginning of the year	1,681,835	783,487
Cash and cash equivalents at the end of the year	1,981,669	1,681,835

For VASG & ASSOCIATES
Chartered Accountants
FRN: 006070S

For Hindustan Bio Sciences Limited

(A.Viswanatha Rao)
Partner
Member Ship No. 029597

J.V.R.Mohan Raju
Chairman & Managing Director

J.Uma
Director

Place : Hyderabad
Date : 29-05-2015

Auditors Certificate

We have examined the above cash flow statement of Hindustan Bio Sciences Limited for the year ended March 31st, 2015. The statement has been prepared by the company in accordance with the requirements of the listing agreement clause 32 with stock exchanges and is based on and is in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report date to the members of the Company.

Place: Hyderabad
Date : 29-05-2015

For **VASG & Associates**
Chartered Accountants
FRN 006070S

(A.Viswanatha Rao)
Partner
Member Ship No.029597

HINDUSATAN BIO SCIENCES LIMITED

H.No. 8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, HYDERABAD.

ATTENDANCE SLIP

- 1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
- 2. Only shareholders of the company or their proxies will be allowed to attend the meeting.

I hereby record my presence at the 23rd Annual General meeting of the shareholders of the Company, held on Wednesday, the 30th day of September, 2015 at 10.00 A.M. at the H.No. 8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034

Shareholder's/Proxy's signature.

Shareholder's/Proxy's full Name.....

(in Block Letters)

Folio No./ Client ID..... DPID.....

No. of shares held.....

HINDUSATAN BIO SCIENCES LIMITED

H.No. 8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, HYDERABAD.

PROXY

I/We

of.....being a member of HINDUSTAN BIO SCIENCES LIMITED , hereby appointof or failing him / heras my / our proxy to vote for me / us behalf at the 23rd Annual General Meeting of the share holders of the company, to be held on Wednesday the 30th day of September, 2015 at 10.00 A.M. at the H.No. 8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034

As witness signed this day of2015

Signed by the said

Folio No./ Client ID..... DPID.....

No. of shares held



Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

If undelivered please return to :

HINDUSTAN BIO SCIENCES LIMITED

H.No. 8-2-269/S, Plot No. 31,
Sagar Society, Road No.2,
Banjara Hills, Hyderabad - 500 034.