

**32nd ANNUAL REPORT
2023-2024**



HINDUSTAN BIO SCIENCES LIMITED

BOARD OF DIRECTORS:

| | | |
|--|---|--|
| 1) Sri. J.V.R. Mohan Raju | - | Chairman and Managing Director |
| 2) Smt. J.Uma | - | Director |
| 3) Sri. B.R.Rao | - | Independent Director |
| 4) Sri K. Rama Chandra Raju | - | Independent Director |
| 5) Sri M.Satyanarayana Raju | - | Independent Director |
| 6) Sri Reji Abraham | - | Independent Director(w.e.f. 31/10/2023) |
| 7) Sri Jaison George | - | Director (w.e.f. 31/10/2023) |
| Registered Office address | - | 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 |
| Company Secretary & Compliance Officer | - | Mrs. Mansa Thakur (upto 06-04-2023) H.No.13-2-554, Rahimpura, Puranapul, Hyderabad – 500 006 Mrs. Sukavasi Jyotsna (w.e.f. 18-08-2023) Plot No. 14, 1-3-183/39/17/2, Gandhi Nagar, Hyderabad - 500080 |
| Chief Financial Officer | - | Mr. Seshavataram Goli (upto 29-08-2023) Mr. Jaison George (w.e.f. 31-10-2023) |
| Bankers | - | Axis Bank Ltd, Begumpet Branch, Hyderabad |
| Auditors | - | M/s VASG & Associates, Chartered Accountants # 503/A, 5th Floor, Kubera Towers Narayanaguda, Hyderabad – 500 029. Ph :040-66849660 E-mail:info@vasg.ca.com vasgassociates@gmail.com |
| Registrars and Share Transfer Agents | - | M/s. Venture Capital & Corporate Investments Private Limited. AURUM", 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032, emailinvestor.relations@vccipl.com Landline: 040-23818475/35164940 |

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF HINDUSTAN BIO SCIENCES LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER 2024 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.31 SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD-500034, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Uma Jampana (DIN: 009112376) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**Appointment of Independent directors:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr.Gorrela Pratheek Reddy (DIN: 06534989), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 30th September, 2024 to 29th September, 2029.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr. Bodeddula Nagi Reddy (DIN: 02928753), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing 30th September, 2024 to 29th September, 2029.”

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Proxy, in order to be effective must be deposited at the Company's Registered Office at Plot No.31 Sagar Society Road No.2, Banjara Hills, Hyderabad-500034, Telangana, not less than 48 hours before the time for holding the Meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No.MGT.11 annexed herewith.
4. The members are requested to please forward all the correspondence relating to transfers, change of address, requests for dematerialization of shares and all matters pertaining to shares to the Registrars and Transfer Agents M/s Venture Capital and Corporate Investments Pvt Ltd, AURUM", 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032, email : investor.relations@vccipl.com Landline: 040-23818475/35164940
5. The Register of members and share transfer books of the Company will remain closed from 24.09.2024 to 30.09.2024 (both days inclusive)
6. The explanatory statement for seeking appointment of the statutory auditors is annexed as per the Regulation 36(5) of SEBI (LODR) Regulations 2015.
7. Pursuant to Section 108 of the Companies Act, 2013 read with 20 the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32nd 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)

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

Commencement of e-voting: from 9.00 AM IST on 27.09.2024 to 5.00 PM on 29.09.2024

8. E-Voting shall not be allowed beyond 5.00 PM on 29.09.2024, during the e-Voting period, shareholders of the Company, holding shares in physical form or in dematerialized form as on 23.09.2024 may cast their vote electronically.
9. Members holding shares in the electronic form are requested to in for many changes in address/bank mandate directly to their respective Depository Participants.
10. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

11. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
12. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual report has been uploaded on the website of the Company at [https:// www.hindustanbiosciences.in](https://www.hindustanbiosciences.in). The Notice calling the AGM along with the Annual report can also be accessed from the website of the BSE Limited at www.bseindia.com. The AGM Notice along with annual report is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
14. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

16. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

17. The voting period begins on 27.09.2024 at 09.00 A.M. and ends on 29.09.2024 at 05.00 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 of 23.09.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

19. LOGIN METHOD FOR E-VOTING:

Applicable only for Individual Members holding securities in Dematerialised mode.

LoginMethodforIndividualmembersholdingsecuritiesindematmodeisgivenbelow:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.
- (iii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

| For Shareholders holding shares in Demat Form and other than individual 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (v). |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <HINDUSTAN BIO SCIENCES LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address pharma.hindustanbio@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

20. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being 20th September, 2024 (For Agenda items 1 to 3) to exercise their right to vote by electronic means i.e. remote e-voting, on the business specified in the Notice convening the AGM of the Company as mentioned above.

Your user ID and password for this purpose are furnished below:

| EVEN (e-Voting Event Number) | USER ID | Password / PAN |
|------------------------------|---------|----------------|
| | | |

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on www.evotingindia.com

Kindly note that, the remote E-voting portal will open for voting from 9.00 a.m. on 27th September, 2024 and will remain open throughout on all the days up to 5.00 p.m. on 29th September, 2024 (both days inclusive). If you desire to cast your vote by using remote e-voting, you can do so by accessing the link www.evotingindia.com and logging-in by using your user ID and password, as above, during the period when the portal is open for E-voting.

Please note that once you have cast your vote, you will not be allowed to modify it subsequently.

E-Voting is optional and those who have not exercised remote E-Voting option can cast their votes at the voting to be conducted during the AGM at Venue on Monday, 30th September 2024, as per instructions provided in the Notice of AGM.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads sections of If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

1. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded Annual report containing the login ID and password for e-voting along with process, manner and instructions by e- mail. For others the copy of Annual report can be down loaded for the Company's website:www.hindustanbiosciences.in and BSE Limited website: bseindia.com.

2. The Company has appointed Sri V B S S Prasad, Practicing Company Secretary (FCS No : 4605), as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
3. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e- voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Whole Time Director of the Company.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

EXPLANATORY STATEMENT

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

APPOINTMENT OF MR. GORRELA PRATHEEK REDDY (DIN: 06534989) AND MR. BODEDDULA NAGIREDDI (DIN: 02928753) INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Gorrela Pratheek Reddy (DIN: 06534989) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2024 to 29th September 2029 at the Annual General Meeting held on 30th day of September, 2024

| | |
|--|---|
| Name of the Director | GORRELA PRATHEEK REDDY |
| Date of Birth | 19-04-1986 |
| Qualification | Engineering |
| Expertise in specific functional areas | Automotive |
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board and resigned in last three years | He is not holding any Directorship or membership of Committee in any Listed Company |
| Shareholding of non-executive Directors/executive Directors. | 48000 |
| Inter se relationship with any Director | No inter-se relationship with any other Director or KMP of the Company |

Mr. Bodeddula Nagireddy (DIN: 02928753) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2024 to 29th September 2029 at the Annual General Meeting held on 30th day of September, 2024.

| | |
|---|---------------------------------------|
| Name of the Director | BODEDDULA NAGIREDDY |
| Date of Birth | 01-06-1984 |
| Qualification | MCA (Master of Computer Applications) |
| Expertise in specific functional areas | Computer programming |

| | |
|--|---|
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board and resigned in last three years | He is not holding any Directorship or membership of Committee in any Listed Company |
| Shareholding of non-executive Directors/executive Directors. | 74800 Equity Shares |
| Inter se relationship with any Director | No inter-se relationship with any other Director or KMP of the Company |

Mrs. Uma Jampana (DIN: 00912376), Non-Executive Director, who retires by rotation and being eligible offers herself for re-appointment.

| | |
|--|---|
| Name of the Director | Uma Jampana (DIN: 00912376) |
| Date of Birth | 15/05/1959 |
| Qualification | B.Com |
| Expertise in specific functional areas | She has vast experience in M/s. Siris Limited |
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board and resigned in last three years | She is not holding any Directorship or membership of Committee in any Listed Company except Hindustan Bio Sciences Limited. |
| Shareholding of non-executive Directors/executive Directors. | 600 Equity Shares |
| Inter se relationship with any Director | Spouse of Mr. Mohan Raju Jampana, Managing director |

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

**Sd/-
Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

DIRECTORS' REPORT

Dear Members,

Your director's have pleasure in presenting the Directors' Report and the Audited Statement of Accounts of the Company for the Financial Year ended 31st March 2024.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company during the year has been as under:

(Rs. in lakhs)

| Particulars | 2023-2024 | 2022-2023 |
|---|------------------|------------------|
| Revenue from Operations | 105.27 | 92.23 |
| Other Income (Including Exceptional Items) | -- | -- |
| Total Expenses | 100.00 | 96.00 |
| Profit Before Tax | 5.33 | (3.79) |
| Less: Provision for Taxation | 0.43 | (0.25) |
| Profit / (Loss) After Tax | 5.76 | (4.04) |
| Other Comprehensive Income | -- | -- |
| Total Comprehensive Income | 5.76 | (4.04) |
| Earning per Equity Share- Basic & Diluted (in Rs.) | 0.06 | (0.04) |

REVIEW OF OPERATIONS/ STATE OF COMPANY'S AFFAIRS:

The total revenue of the Company for the Financial Year 2023-24 under review was Rs. 105.27 Lakhs as against Rs.92.23 Lakhs for the Previous Financial Year 2022-23. The company recorded a net profit of Rs.5.76 Lakhs for the Financial Year 2023-24 as against the net loss of Rs. 4.04 Lakhs for the Previous Financial Year 2022-23

2. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

During the period under review and the date of Board's Report there was no change in the nature of Business.

3. RESERVES

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

However, the Closing balance of reserves, of the Company as at March 31st 2024 is Rs. (1,24,59,662)

4. DIVIDEND

Keeping the Company's expansion and growth plans in mind, your directors have decided not to recommend dividend for the Financial Year.

5. MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no major material changes and commitments affecting the financial position of the company after the end of the financial year and up to date of this report.

6. BOARD MEETINGS

The Board of Directors duly met Five (5) times during the Financial Year from 1st April 2023 to 31st March 2024.

The dates on which the Board Meetings were held are 30.05.2023, 31-07.2023, 31.10.2023, 04-12-2023, and 31-01-2024

7. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANAGERIAL PERSONNEL

A. Appointment of Independent Directors:

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Mr. Gorrela Pratheek Reddy (DIN: 06534989) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2024 to 29th September 2029 at the Annual General Meeting held on 30thday of September, 2024.

Mr. Bodeddula Nagireddy (DIN: 02928753) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2024 to 29th September 2029 at the Annual General Meeting held on 30thday of September, 2024.

Shri. B R Rao, Shri. M Satyanarayana Raju, and Shri. K Ramachandra Raju, Independent Directors will vacated their office on 30/09/2024, due to expiry of their term of Office. All of them appointed for twice and the Board place on record its appreciation for their valuable services rendered to the company during their term of office.

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received declarations from Shri. Ramachandra Rao Bommaraju, Shri. Ramachandra Raju Kalidindi , Shri. Mantena Satyanarayana Raju and Mr. Reji Abraham Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

9. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015.

In accordance with Section 178(3) of the Companies Act, 2013 and Regulation 19(4) of SEBI (LODR) Regulations, 2015, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is attached a part of Corporate Governance Report.

We affirm that the remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of explanation given by the executives of the Company and subject to disclosures in the Annual Accounts of the Company from time to time, we state as under:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgment 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 or loss of the Company for that period;
3. That the Directors have 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;

4. That the Directors have prepared the annual accounts on a going concern basis:
5. That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

11. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

12. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year, under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company.

13. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES

During the Financial Year under review, the Company does not have any subsidiaries, joint ventures or associate Companies.

14. ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return in MGT-7 is disclosed on the website of the company www.hindustanbiosciences.in

15. AUDITORS

a. Statutory Auditors

The members of the Company in accordance with Section 139 of the Companies Act, 2013 have passed a resolution for appointment of M/s. VASG & Associates, Chartered Accountants, Hyderabad (FRN 006070S) as Statutory Auditors of the Company for a period of 5 years in the 30th AGM held on 30.09.2022 to hold office up to the conclusion of 35th Annual General Meeting of the company to be held in the year 2027.

Statutory Auditors Report

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2024 and has noted that the same does not have any reservation, qualification or adverse remarks in the said report. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the coming years.

b. Secretarial Auditor

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, the Board has appointed Mr. V.B.S.S.Prasad, Practicing Company Secretary (C.P. No: 4605), has undertaken Secretarial Audit of the Company for financial year ending 31.03.2024. The report of the Secretarial Auditor is enclosed herewith vide Annexure-I of this Report.

Secretarial Audit Report

The Board has duly reviewed the Secretarial Audit Report for the year ended March 31, 2024 on the Compliances according to the provisions of Section 204 of the Companies Act, 2013.

c. Cost Auditor

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of The Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Cost Audit is not applicable to the Company.

d. Internal Auditor

The Company has appointed Mr. G.B.K Viswanadham as an Internal Auditor of the Company for the Financial Year 2024-25.

16. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There have been no frauds reported by the auditor's u/s 143(12).

17. INTERNAL AUDIT AND FINANCIAL CONTROLS

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given loans, Guarantees or made any investments attracting the provisions of Section 186 the Companies Act, 2013 during the year under review.

19. RELATED PARTY TRANSACTIONS

Company has formulated a policy on related party transactions which is also available on Company's website. This policy deals with the review and approval of related party transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as Annexure II which forms part of this Report.

20. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 are enclosed as Annexure III.

21. COMMITTEES

(I). AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of SEBI (LODR) Regulations read with Section 177 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(II). NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of SEBI (LODR) Regulations read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(III). STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

22. VIGIL MECHANISM/WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LODR) Regulations, 2015, a vigil Mechanism for Directors and employees to report genuine concerns has been established. It also provides for necessary safeguards for protection against victimization for whistle blowing in good faith.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR, COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY)

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth of the Company to be Rs.500 Crore or more; or (b) turnover of the company to be Rs.1,000 Crore or more; or (c) net profit of the company to be Rs.5 Crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of section 135 are not applicable to the Company.

24. PUBLIC DEPOSITS

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

25. SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS / REGULATORS / TRIBUNALS

There are no significant and material orders passed by the regulators /courts that would impact the going concern status of the Company and its future operations.

26. DISCLOSURE OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

27. INSURANCE

The properties and assets of your Company are adequately insured.

28. CREDIT & GUARANTEE FACILITIES

The Company has not availed any Working Capital facilities and Term Loan from Banks during the year under review.

29. SHARE CAPITAL

The authorized share capital of the Company stands at Rs.11,00,00,000/- divided into 5,50,00,000 equity shares of Rs.2/- each.

The paid-up share capital of the Company stands at Rs. 2,05,01,600/- divided into 1,02,50,800 equity shares of Rs.2/- each.

30. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has implemented all of its major stipulations as applicable to the Company. As stipulated under Regulation 34 read with schedule V of SEBI (LODR) Regulations, 2015, a report on Corporate Governance duly audited is appended as Annexure IV for information of the Members. A requisite certificate from the Statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

31. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 provides an overview of the affairs of the Company, its legal status and autonomy, business environment, mission & objectives, sectoral and segment-wise operational performance, strengths, opportunities, constraints, strategy and risks and concerns, as well as human resource and internal control systems is appended as Annexure V for information of the Members.

32. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website <https://www.hindustanbiosciences.in/investors.html>

33. ENVIRONMENTS AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking upmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

34. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

35. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure VI(a) to this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report as Annexure VI(b).

During the year, NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

36. RATIO OF REMUNERATION TO EACH DIRECTOR

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration of Managing Director (Mr.Venkata Rama Mohan RajuJampana) to the median remuneration of the employees is 1.81:1.00respectively.

37. CODE OF CONDUCT COMPLIANCE:

All Members of the Board and Senior Management have affirmed compliance to the Code of Conduct for the Financial Year 2023-24. A declaration signed by the Managing Director affirming compliance with the Company's Code of Conduct by the Board of Directors and Senior Management for the Financial Year 2023-24 as required under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Corporate Governance Report which is appended as Annexure VII' and forms part of this Report.

38. MECHANISM FOR EVALUATION OF THE BOARD:

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors, Board of Directors and Committees of the Board.

The criteria for performance evaluation is based on the parameters like attendance and participation at the meetings of the Board and Committees thereof, contribution to strategic decision making, review of financial statements, business performance.

The evaluation of Board of Directors is performed by the Board after seeking all the inputs from the Directors and the Board Committees by seeking inputs from the Committee members.

The performance evaluation of the individual directors is done by the Nomination and Remuneration Committee.

The performance evaluation of non-independent directors, the Board as a whole and the Chairman is done by a separate meeting of Independent Directors after taking inputs from the Executive directors.

39. SECRETARIAL STANDARDS:

The Company is in compliance with the applicable secretarial standards.

40. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA
8. Reduction of Equity Share Capital: NA

41. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

42. CEO/CFO CERTIFICATION:

The Managing Director and CFO certification of the financial statements for the year 2023-2024 is annexed in this Annual Report as Annexure VIII.

43. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and Amended Regulations 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website <https://www.hindustanbiosciences.in>

44. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

45. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

46. ACKNOWLEDGEMENTS:

Your directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company. Your directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company for their continued support for the growth of the Company.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

ANNEXURE-I
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

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. I 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 (CIN No: L26942TG1991PLC013564) (hereinafter called as "the Company") during the financial year from 1st April, 2023 to 31st March, 2024. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.
2. The company is engaged in the trading of Drugs & Medicines.
3. Based on my 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 me and explanations furnished and representations made to me by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2024 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. I 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 2023 and ended with 31st March, 2024 ("Audit Period") according to the provisions of :
 - i) 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 Insider Trading) Regulations, 1992;
As per the Management representation letter given by the concerned authority of the Company it is confirmed that the Directors, Promoters, Employees, Auditors and the Company Secretary of the Company were not directly or indirectly involved in the trading of Shares of the company during the period under which the trading window was closed.
- 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
As the Company is not having sufficient no. of Workers/ employees to attract other Industrial and Labour laws compliance was not verified.
5. I have also examined compliance of:
- a. the applicable Clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there are no non compliances observed by the BSE Limited
- b. the applicable Secretarial Standards
6. I further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. Mentioned above.
- (i) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018(ICDR) Regulations 2009 are not applicable, as there being no further issues of any securities.
- (ii) SEBI (Share Based Employee Benefits and Sweat Equity) Guidelines, 2021(ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.

- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 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, 2009/2021 are not applicable
- (v) SEBI (Buyback of Securities) Regulations, 2018/1998 are not applicable, as there being no instances of buy-back of shares
- (vi) The Ministry of Corporate Affairs has notified applicable Secretarial Standards under the Companies Act 2013, therefore, the same was considered in the Audit.

7. I 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 no instances of dissenting members in the Board of Directors.
- e. It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.
- f. Required forms were filed with MCA, additional fee paid wherever required.
- 8. I 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. I 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.

Sd/-

VBSS PRASAD

Practicing Company Secretary

M.No.4139

C.P.No.4605

UDIN number F004139F000567152

PLACE: HYDERABAD

DATE: 13-06-2024

Annexure to the Secretarial Audit Report

To

The Members,

M/s HINDUSTAN BIO SCIENCES LIMITED

Hyderabad – 500 016

My Secretarial Audit Report of even date is to be read along with this letter:

1. It is the responsibility of the management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. My responsibility is to express an opinion on these Secretarial records, Standards and procedures followed by the Company with respect to secretarial compliance.
3. I believe that audit evidence and information obtained from the company's Management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management's representations about the compliance of laws, rules and regulations and happening of events etc.
5. The secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Sd/-

VBSS PRASAD

Practicing Company Secretary

M.No.4139

C.P.No.4605

UDIN number F004139F000567152

PLACE: HYDERABAD

DATE: 13-06-2024

ANNEXURE-II

Form AOC-2

Particulars of contracts/arrangements made with related parties

[Pursuant to Clause (h) Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014- AOC-2]

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

A. Details of contracts or arrangements or transactions not at arm's length basis: NIL

There are no contracts or arrangements or transactions not at arm's length basis.

B. Details of contracts or arrangement or transactions at arm's length basis:

| Sl. No. | Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions: | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: Approved by Audit Committee and Board Meeting in last Financial Year: |
|---------|---|--|--|---|---|
| 1. | Not Applicable for the current year | - | - | - | - |

ANNEXURE-III

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.

Rs. In Lakhs

| Particulars | 2023-24 | 2022-23 |
|---------------------------|---------|---------|
| Foreign exchange earnings | 99.39 | 58.70 |

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Chairman and Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

ANNEXURE-IV

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Hindustan Bio Sciences Limited as follows:

Hindustan Bio Sciences Limited is committed to best practices in the area of Corporate Governance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all stakeholders.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is backed by Principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2024. The Report is updated as on the date of the report wherever applicable.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website.

1. BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD

The Company is managed and controlled through a professional body of Board of Directors which comprises of an optimum combination of Executive and Independent Directors headed by the Chairman & Managing Director. As on date of this report, the Board of Directors of the Company has 7 members including one woman director on the Board (including four Non-Executive Independent Directors) with vast experience and knowledge. None of the Directors

on the Board is a member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he/she is a director.

The Board has been enriched with the advices and skills of the Independent Directors. The composition of the Board of Directors and details of number of Directorships/committee chairmanships/memberships attendance particulars is as under:

| Name | Category | Attendance at the AGM held on 30 th September 2023 | Attendance in Board Meetings | | No. of Directorships in other companies | | No. of committee positions held in other public companies | |
|---------------------------------|--|---|------------------------------|---------|---|----------|---|--------|
| | | | Held | Present | Chairman | Director | Chairman | Member |
| Venkata Rama Mohan Raju Jampana | Promoter, Chairman and Managing Director | Yes | 5 | 5 | - | 3 | - | - |
| Uma Jampana | Promoter Group, Non-Executive and Non-Independent Director | Yes | 5 | 5 | - | 1 | - | - |
| Jaison George | Non-Executive and Non-Independent Director | No | 5 | 2 | - | 3 | - | - |
| Ramachandra Raju Kalidindi | Non-Executive Independent Director | Yes | 5 | 5 | - | - | - | - |
| Ramachandra Rao Bommaraju | Non-Executive Independent Director | Yes | 5 | 5 | - | - | - | - |
| Mantena Satyanarayana Raju | Non-Executive Independent Director | Yes | 5 | 5 | - | 3 | - | - |
| Reji Abraham | Non-Executive Independent Director | No | 5 | 2 | - | 1 | - | - |

B. A CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

| Sl.No. | Name of the Director | Core skills/expertise/competencies |
|--------|---------------------------------|---|
| 1. | Venkata Rama Mohan Raju Jampana | Technical, Finance, Operations and Corporate strategy |
| 2. | Uma Jampana | Administration, Accounting, Legal |
| 3. | Ramachandra Rao Bommaraju | Technical |
| 4. | Ramachandra Raju Kalidindi | Legal and Technical |
| 5. | Mantena Satyanarayana Raju | Operations, Accounting. Legal |
| 6. | Jaison George | Technical Pharmaceuticals Finance |
| 7. | Reji Abraham | Technical |

C. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mr. Venkata Rama Mohan Raju Jampana, Mrs. Uma Jampana Directors of the company are related to each other by virtue of their relationship as Husband, Wife. Other Directors do not have any inter se relation with each other.

D. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

None of the non-executive Directors other than Mrs. Uma Jampana (600 Equity Shares) and Mr. Jaison George (69205 Equity shares) are holding any Shares or Convertible Instruments of the Company.

Independent directors Mr. GORRELA PRATHEEK REDDY (48000 Equity shares) and Mr BODEDDULANAGI REDDY (74800 Equity shares) are having Equity share of the company

E. INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per Regulation 16(1) (b) of the SEBI (LODR), Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

It is also confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year under review, no Independent Director of the Company have resigned before the expiry of his tenure from the Board of Directors of the Company.

F. INDEPENDENT DIRECTORS' MEETING:

As per Clause 7 of the Schedule IV of the Companies Act (Code for Independent Directors) and Regulation 25(3) of SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015, a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 31.01.2024, and discussed the following:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
3. Reviewed the performance of the Chairperson of the Company.

All the Independent Directors of the Company eligible to attend were present at the meeting.

G. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

As required under Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV of the Companies Act, 2013, the Company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman is further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarization program held in FY 2023-24 are also disclosed on the Company's website <https://www.hindustanbiosciences.in/>

2. **AUDIT COMMITTEE:** (Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and, inter alia, includes:

1. Over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement reflects a true and fair position and that sufficient and credible information is disclosed.
2. Recommending the appointment and removal of statutory auditors, internal auditors and cost auditors, fixation of their audit fees and approval for payment of any other services.

3. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
4. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
5. Review with the management, the annual financial statements and Auditor's Report before submission to the Board with particular reference to;
 - (a) Matters required to be included in the directors' responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- v. Review of the quarterly financial statements with the management before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- vii. Review and monitor statutory auditor's independence and performance and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Review of valuation of undertakings or assets of the company wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control systems;

- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. Look into the reasons for any substantial defaults in payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- xviii. Review the functioning of the whistle blower mechanism;
- xix. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate
- xx. Review of the following information:
 - (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (c) Internal audit reports relating to internal control weaknesses;
 - (d) The appointment, removal and terms of remuneration of the Chief Internal Auditor;
 - (e) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
- xxii. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus in terms of Regulation 32(7) of the Listing Regulations.
- xxii. Carrying out any other function as may be referred to the Committee by the Board. xxii. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.
- xxiii. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. COMPOSITION, MEETINGS & ATTENDANCE

| There were four(4) Audit Committee Meetings held during the year on 30.05.2023, 31-07.2023, 31.10.2024 and 31-01-2024 Name | Designation | Category | Number of meetings during the year 2022-2023 | |
|---|-------------|----------------------------|--|----------|
| | | | Held | Attended |
| Shri. Ramachandra Rao Bommaraju | Chairman | Independent, non-executive | 4 | 4 |
| Shri.Ramachandra Raju Kalidindi | Member | Independent, non-executive | 4 | 4 |
| Shri.Mantena Satyanarayana Raju | Member | Independent, non-executive | 4 | 4 |
| Mr. Reji Abraham | Member | Independent, non-executive | 4 | 1 |

C. Previous Annual General Meeting of the Company was held on 30th September 2023 and Mr. Ramachandra Rao Bommaraju, Chairman of the Audit Committee attended previous AGM.

3. NOMINATION AND REMUNERATION COMMITTEE (Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- devising a policy on diversity of board of directors;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

B. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS & ATTENDANCE

There were one Nomination and Remuneration Committee Meetings held during the financial year on 31-07-2023

| Name | Designation | Category | Number of meetings during the year 2023-24 | |
|---------------------------------|-------------|----------------------------|--|----------|
| | | | Held | Attended |
| Shri. Ramachandra Rao Bommaraju | Chairman | Independent, Non-Executive | 1 | 1 |
| Shri.Ramachandra Raju Kalidindi | Member | Independent, Non-Executive | 1 | 1 |
| Shri.Mantena Satyanarayana Raju | Member | Independent, Non-Executive | 1 | 1 |

C. REMUNERATION POLICY:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:**1. Scope:**

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- 2.1 "Director" means a Director appointed to the Board of a Company.
- 2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

- 3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
- 3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - General understanding of the Company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;

- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a Director other than a managing Director or a whole-time Director or a nominee Director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the listed entity;
(ii) who is not related to promoters or Directors of the Company its holding, subsidiary or associate Company

- c. who, apart from receiving director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Director, during the three immediately preceding financial year or during the current financial year;
- d. none of whose relative
- (A) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
- (B) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
- (C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
- (D) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower. e. who, neither himself nor any of his relative-

- (i) Holds or has held the position of a key managerial personnel or is or has been employee of the Company or holding, subsidiary or associate Company or any company belonging to the promoter group of the listed entity in any of the three financial years immediately preceding the in which he is proposed to be appointed;

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment

- (ii) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed of-
- (A) a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or
- (B) any legal or a consulting firm that has or had any transaction with the Company, its holding subsidiary or associate Company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
- (i) holds together with his relatives two per cent or more of the total voting power of the Company; or

- (ii) is a chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the Company any of its promoters, Directors or its holding subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- (iii) is a material supplier, service provider or customer or a lesser or lessee of the Company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or these disciplines related to the Company's business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age
- i. Who is not a non-independent Director of another company on the Board of which any non-independent director of the listed entity is an independent director.

3.2.3 The independent Director shall abide by the "code for independent Directors" as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

- 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.
- 3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.
- 3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 “Director” means a Director appointed to the Board of the Company.

2.2 “key managerial personnel” means

(i) The Chief Executive Officer or the managing Director or the manager;

(ii) The Company Secretary;

(iii) The Whole-time Director;

(iv) The Chief Financial Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013

2.3 “Nomination and Remuneration committee” means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the Company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

D. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six Forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;

- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson;
- (v) Evaluation of Non-Executive and Non-Independent Directors; and
- (vi) Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

The Directors have sent the duly filled forms to Nomination & Remuneration committee. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company

E. REMUNERATION TO DIRECTORS

| Name of the Director | Remuneration (Rs) | Sitting Fee (Rs) | Total (Rs) | No. of Shares held |
|------------------------------------|--------------------------|-------------------------|-------------------|---------------------------|
| Mr. Venkata Rama Mohan RajuJampana | 6,00,000 | -- | 6,00,000 | 9,62,091 |
| Mrs. Uma Jampana | -- | 11,500 | 15,000 | 600 |
| Mr. Jaison George | -- | -- | -- | 69,205 |
| Shri. Ramachandra Rao Bommaraju | -- | 11,500 | 11,500 | -- |
| Shri. Ramachandra Raju Kalidindi | -- | 11,500 | 11,500 | -- |
| Shri. Mantena Satyanarayana Raju | -- | 11,500 | 11,500 | -- |
| Mr. Reji Abraham | -- | 4,000 | 4,000 | -- |

Except for the remuneration details mentioned above, there are is no other pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity in terms of salary, benefits, bonuses, stock options, pension, fixed component and performance linked incentives.

WEB LINK FOR CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:
<https://www.hindustanbiosciences.in>

4. STAKEHOLDERS RELATIONSHIP COMMITTEE: (Stakeholders Relationship Committee constituted in terms of Section 178(5) of Companies Act, 2013 read with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE: The Committee's role includes:

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v. Such other matter as may be specified by the Board from time to time.
- vi. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

During the Financial Year, One Stakeholders' Relationship Committee Meeting was held on 31-07-2023

A. COMPOSITION AND ATTENDANCE FOR MEETINGS:

| Name | Designation | Category | Number of meetings during the year 2023-24 | |
|----------------------------------|-------------|----------------------------|--|----------|
| | | | Held | Attended |
| Shri. Ramachandra Rao Bommaraju | Chairman | Independent, Non-Executive | 1 | 1 |
| Shri. Ramachandra Raju Kalidindi | Member | Independent, Non-Executive | 1 | 1 |
| Shri. Mantena Satyanarayana Raju | Member | Independent, Non-Executive | 1 | 1 |

B. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mrs. Sukavasi Jyotsna was appointed as the Company Secretary-cum-compliance Officer of the company with effect from 18th August, 2023.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2023-24

| INVESTOR COMPLAINTS | |
|---|--|
| Particulars | Financial Year ended 31.03.2024 |
| Pending at the beginning of the year | Nil |
| Received during the year | Nil |
| Disposed of during the year | Nil |
| Remaining unresolved at the end of the year | Nil |

5. GENERAL BODY MEETINGS
A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:

| Financial Year | Date | Time | Venue | Special Resolution Passed |
|-----------------------|-------------|-------------|--|----------------------------------|
| 2020-2021 | 21.07.2021 | 10.00 A.M | Video Conference (VC)/ Other Audio- Visual Means (OAVAM) | Yes |
| 2021-22 | 30.09.2022 | 10.00 A.M | At the Registered office of the company | No |
| 2022-23 | 30.09.2023 | 10.00 A.M | At the Registered office of the company | No |

One Extra-Ordinary General Meeting was held during the year 2023-24 on 29-12-2023 at the registered office.

6. DISCLOSURES
A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

During the year under review, the Company had not entered into any materially significant transaction with any related party. During the year, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

The policy on related party transactions is available in the Company's website i.e. www.hindustanbiosciences.in.

B. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the financial year under review.

C. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Chairman of the Audit Committee.

D. DISCLOSURE OF COMMODITY PRICE RISKS OR FOREIGN EXCHANGE RISK AND COMMODITY HEDGING ACTIVITIES

The Company doesn't consume large quantities of commodities in its manufacturing activities. Hence the Company is not materially exposed to commodity price risks or foreign exchange risk nor does the company do any commodity hedging.

E. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT.

During the year under review, no issue of shares was made either by way of preferential allotment/Qualified Institutional Placement/Rights Issue or by any other ways.

F. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report as Annexure-IX.

G. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

H. TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR.

The fees paid by the Company to its statutory Auditors is Rs.60,000 P.A.

I. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received during the financial year: Nil
- No. of complaints disposed of during the financial year: Nil
- No. of complaints pending at the end of the financial year: Nil

J. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT: Nil

K. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

L. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

M. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

| Regulation | Particulars | Compliance Status |
|------------|---------------------------------------|-------------------|
| 17 | Board of Directors | Yes |
| 18 | Audit Committee | Yes |
| 19 | Nomination and Remuneration Committee | Yes |
| 20 | Stakeholders Relationship Committee | Yes |
| 21 | Risk Management Committee | NA |
| 22 | Vigil Mechanism | Yes |

| | | |
|------------------|--|-----|
| 23 | Related Party Transactions | Yes |
| 24. | Corporate Governance requirements with respect to subsidiary of Listed company | NA |
| 25 | Obligations with respect to Independent Directors | Yes |
| 26 | Obligations with respect to Directors and Senior Management | Yes |
| 27 | Other Corporate Governance Requirements | Yes |
| 46 (2)(b) to (i) | Website | Yes |

N. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

O. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2023-24.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2024 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015

P. MD/ CFO Certification

The Managing Director / CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-2024 is provided as Annexure-VIII.

Q. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

The Company has an Executive Chairman and the Board is having required number of independent directors.

The Financial Statements are free from any Audit Qualifications.

9. MEANS OF COMMUNICATION:

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by Regulation 33 of SEBI (LODR), Regulations, 2015 within forty-five days/sixty days of the close of the respective period.
- ii. The approved financial results are forthwith sent to the Stock Exchange and are published in the newspapers namely, The Business Diary and Prajapalanawithin forty-eight hours of approval thereof.
- iii. As the Company's quarterly/half yearly financial results are uploaded on Company's website <https://www.hindustanbiosciences.in>.

8. GENERAL SHAREHOLDERS INFORMATION:

| | | |
|----|---|--|
| fi | Company Registration Details | The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L26942TG1991PLC013564. |
| fi | Annual General Meeting date, time & Venue: | Date: 30.09.2024 Time: 10:00 A.M Venue: Registered Office of the Company |
| fi | Financial Calendar | 1 st April to 31 st March. |
| fi | Dividend payment date | -- |
| fi | Date of Book Closure | 24.09.2024to 30.09.2024 (both days inclusive) |
| fi | Tentative Schedule for considering Financial Results: | |
| | For the Quarter ending June,2024 | 31.07.2024 |
| | For the Quarter ending September, 2024 | October/ November, 2024 |
| | the Quarter ending December,2024 | January/ February, 2024 |
| | For the Quarter/year ending March,2025 | April/ May, 2025 |

| | | |
|----|---|---|
| fi | Name and address of each stock exchange(s) at which the Company's securities are listed | BSE Limited PhirozeJeejeebhoy Towers Dalal Street, Mumbai 400 023 |
| fi | Confirmation of Payment of annual listing fees to stock exchanges | Paid to BSE, where the shares of the Company are listed |
| fi | Scrip Code | 532041 |
| fi | ISIN Number for NSDL & CDSL | INE597C01021 |
| fi | In case the securities are suspended from trading, the directors report shall explain the reason thereof | The securities of the Company are not suspended from trading by the Stock Exchanges. |
| fi | Plant Locations/Branch Office | -- |
| fi | Address for correspondence/ Investor Correspondence / Query on Annual Report, etc: | Plot No.31, SagarSociety,RoadNo.2, Banjarahills, Hyderabad- 500034. Ph.No: 23555161, Fax: 40205171 Email: pharma.hindustanbio@gmail.com |
| fi | List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad. | Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year. |

33 A. Registrars & Transfer Agents: M/s. Venture Capital & Corporate Investments Private Limited. AURUM”, 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032, email :investor.relations@vccipl.com Landline: 040-23818475/35164940

B. Share Transfer System:

The Company's Shares are traded on BSE Limited compulsorily in the dematerialized form. Transfer of these shares is done through depositories with no involvement of the Company. Further, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and the transmission or

transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. The Share Transfers are registered and returned within a period of 15 days from the date of lodgement, if documents are complete in all respect.

All matters pertaining to share transfer in physical form are handled by the Registrars and Share Transfer Agents M/s. Venture Capital & Corporate Investments Private Limited, Hyderabad, who is registrar to the Company. The share transfer requests are processed by them and a transfer register is sent to the Company for approval once in a fortnight. There were no share transfers pending as on 31st March 2024.

C. Market price data:

Monthly High/Low of market price of the Company's shares traded on the BSE Limited.

| S. No. | Month | High (Rs.) | Low (Rs.) |
|--------|-----------------|----------------------|----------------------|
| 1 | April, 2023 | No trading of shares | No trading of shares |
| 2 | May, 2023 | 11.73 | 7.50 |
| 3 | June, 2023 | 9.03 | 6.01 |
| 4 | July, 2023 | 7.88 | 5.50 |
| 5 | August, 2023 | 7.10 | 5.38 |
| 6 | September, 2023 | 6.39 | 5.31 |
| 7 | October, 2023 | 15.18 | 5.15 |
| 8 | November, 2023 | 11.68 | 9.25 |
| 9 | December, 2023 | 9.74 | 8.56 |
| 10 | January, 2024 | 10.95 | 8.07 |
| 11 | February, 2024 | 10.76 | 8.06 |
| 12 | March, 2024 | 9.55 | 7.25 |

D. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2024:

| Category code | Category of Shareholder | Total Number of shares | % of share holding | Shares pledged or otherwise encumbered | |
|---------------|--|------------------------|--------------------|--|-----------------|
| | | | | Number of Shares | As a percentage |
| (A) | Shareholding of Promoter and Promoter Group | | | | |
| (1) | Indian | | | | |
| a. | Individuals/Hindu Undivided Family | 9,64,791 | 9.74 | -- | -- |
| b. | Central Government/State Government(s) | -- | -- | -- | -- |
| c. | Bodies Corporate | 2,84,815 | 2.78 | -- | -- |
| d. | Financial Institutions/Banks | -- | -- | -- | -- |
| | Others :- | -- | -- | -- | -- |
| e. | Mutual Funds | -- | -- | -- | -- |
| f. | Trusts | -- | -- | -- | -- |
| | Sub Total (A)(1) | 12,49,606 | 12.19 | -- | -- |
| (2) | Foreign | | | | |
| a. | Individuals (Non Resident Individuals/Foreign Individuals) | -- | -- | -- | -- |
| b. | Bodies Corporate | -- | -- | -- | -- |
| c. | Institutions | -- | -- | -- | -- |
| | Others :- | -- | -- | -- | -- |
| d. | Overseas Corporate Bodies | -- | -- | -- | -- |
| | Sub Total (A)(2) | -- | -- | -- | -- |
| | Total Shareholding of Promoter and Promoter Group | 12,49,606 | 12.19 | -- | -- |
| | (A)=(A)(1)+(A)(2) | 12,49,606 | 12.19 | -- | -- |

| | | | | | |
|-----|--|---------|-------|----|----|
| (B) | Public Shareholding | -- | -- | -- | -- |
| (1) | Institutions | -- | -- | -- | -- |
| a. | Mutual Funds/UTI | -- | -- | -- | -- |
| b. | Financial Institutions/Banks | | | -- | -- |
| c. | Central Government/State Government(s) | -- | -- | -- | -- |
| d. | Venture Capital Funds | -- | -- | -- | -- |
| e. | Insurance Companies | -- | -- | -- | -- |
| f. | Foreign Institutional Investors | -- | -- | -- | -- |
| g. | Foreign Venture Capital Investors | -- | -- | -- | -- |
| h. | Foreign Companies | -- | -- | -- | -- |
| | Sub Total (B)(1) | | | -- | -- |
| (2) | Non-Institutions | | | -- | -- |
| a. | Bodies Corporate | 242581 | 2.37 | -- | -- |
| b. | Individuals | | | -- | -- |
| | i) Individual shareholders holding nominal share capital up to Rs.2 lakh | 8035220 | 78.39 | -- | -- |
| | ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh | 575863 | 5.62 | -- | -- |
| c. | Any Others : - | | | -- | -- |
| | i) Non-Resident Individuals | 144424 | 1.41 | -- | -- |
| | ii) Overseas Corporate Bodies | -- | -- | -- | -- |
| | iii) Trusts | 500 | 0.00 | -- | -- |
| | iv) Employees | -- | -- | -- | -- |

| | | | | | |
|-----|--|--------------------|------------|----|----|
| | v) Clearing Members | 2,606 | 0.03 | -- | -- |
| | vi) Foreign Nationals | -- | -- | -- | -- |
| | vii) NBFCs registered with RBI | -- | -- | | |
| | viii) IEPF | | | | |
| | Sub Total (B)(2) | 90,01,194 | 87.81 | -- | -- |
| | Total Public Shareholding (B)=(B)(1)+(B)(2) | 90,01,194 | 87.81 | -- | -- |
| | Total (A)+(B) | 1,02,50,800 | 100 | -- | -- |
| (C) | Shares held by Custodians and against Depository Receipts have been Issued | -- | -- | -- | -- |
| | Grand Total (A)+(B)+(C) | 1,02,50,800 | 100 | -- | -- |

E. Distribution of Shareholding as on 31.03.2024

| SL. NO. | No. of equity Shares held | No. of Shareholders | % | No. of Shares | % |
|---------|---------------------------|---------------------|---------------|-----------------|---------------|
| 1 | 1 to 500 | 8389 | 76.82 | 1194274 | 11.65 |
| 2 | 501 to 1000 | 1237 | 11.33 | 1090159 | 10.63 |
| 3 | 1001 to 2000 | 629 | 5.76 | 1006252 | 9.82 |
| 4 | 2001 to 3000 | 248 | 2.27 | 652398 | 6.36 |
| 5 | 3001 to 4000 | 85 | 0.78 | 306844 | 2.99 |
| 6 | 4001 to 5000 | 93 | 0.85 | 450831 | 4.4 |
| 7 | 5001 to 10000 | 134 | 1.23 | 992276 | 9.68 |
| 8 | 10001 and above | 106 | 0.97 | 4557766 | 44.46 |
| | Grand Total | 10921 | 100.00 | 10250800 | 100.00 |

F. DEMATERIALISATION & LIQUIDITY OF SHARES:**Dematerialization and Liquidity of Shares:**

Trading in Company's shares is permitted only in dematerialized form for all investors.. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

| Mode | No. of shares | % of total paid up |
|--------------|----------------------|---------------------------|
| CDSL | 4999655 | 48.77 |
| NSDL | 5242839 | 51.15 |
| Physical | 8306 | 0.08 |
| Total | 10250800 | 100.00 |

- G. There are no outstanding global depository receipts or American Depository Receipts likely to impact on the Equity.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Chairman and Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Hindustan Bio Sciences Limited

We, VASG & ASSOCIATES & CO., Chartered Accountants the Statutory Auditors of Hindustan Bio Sciences Limited ('the Company') have examined the compliance of the conditions of Corporate Governance by for the Company for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or certificates for special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Controls for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para-C and D of Schedule V of Listing Regulations during the year ended March 31, 2024

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

**For VASG & ASSOCIATES
Chartered Accountants
Firm Registration No. 006070S**

**Sd/-
A.VISWANATHA RAO
Partner
Membership No. 029597
UDIN: 24029597BKBKQ2066**

**Place: Hyderabad
Date: 25-05-2024**

ANNEXURE-V**MANAGEMENT DISCUSSION AND ANALYSIS****Industry structure and developments**

The company is mainly focussing on Exports and has been exporting Finished formulations of Eye and Ear drops to Srilanka and has achieved a small increase in Revenue compared to previous year.

Outlook

Risks and concerns

The company 's prime business is Exports only to Srilanka but concerned of non- timely payments for each consignment due to the continuation of socio economic crisis in Srilanka the payments are getting delayed and sometimes it is taking up to 6 months for each consignment.

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 Material developments in Human Resources / Industrial Relations front, including number of people employed

Our Company continues to have cordial relations with its employees and other stakeholders.

Key Financial Ratios: Refer Page No. 101.

DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Chairman and Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

ANNEXURE-VI(A)
DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

As required under the provisions of Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the Company is drawing salary of more than Rs. 1.02 Crore (Rupees One Crore Two Lakhs) per financial year or Rs. 8.5 Lakhs (Eight Lakh Fifty Thousand) per month, as the case may be for the year ended 31st March 2024.

A. The ratio of remuneration of each director (including the sitting fees to Independent Directors) to the median remuneration of the employees of the company for the financial year.

| Sl.No | Disclosure requirement | Disclosure Details | |
|-------|--|---------------------------------|--|
| i. | Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year: | Managing Director | Ratio to median remuneration |
| | | Rs.600000/- | 1.81:1 |
| | | | |
| ii. | Percentage increase in the remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year | Directors, KMP | % increase in remuneration in the financial year |
| | | Venkata Rama Mohan Raju Jampana | Nil |
| | | Jyotsna Sukavasi | NIL |
| iii | The percentage increase in the median remuneration of employees in the financial year | Nil | |
| iv | The number of employees on the rolls of the company | 3 | |

| | | |
|----|---|--|
| V | Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are any exceptional circumstances for increase in the managerial remuneration | No increase in salaries during the year |
| Vi | Affirmation that the remuneration is as per the remuneration policy of the company. | The Company is in compliance with its remuneration policy. |

ANNEXURE-VI(B)
LIST OF TOP 10 EMPLOYEES:

IN TERMS OF REMUNERATION DRAWN AS PER RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

| Sl. no | Name of the Employee | Designation of the Employee | Remuneration Received | Nature of Employment, whether Contractual or Otherwise | Qualifications and Experience of the Employee | date of commencement of employment | Age of the employee | last Employment held by the Employee before joining the company | percentage of equity shares held by the employee in the company | whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager |
|--------|----------------------|-------------------------------------|-----------------------|--|---|------------------------------------|---------------------|---|---|---|
| 1 | J V R Mo3han Raju | Managing Director | 600000 | permanent | B.Com | 10-06-2000 | 66 years | - | 9.39 | |
| 2 | G Seshavataaram | Manager – Accounts up to 29-08-2023 | 192000 | permanent | M.Com | 01-06-2001 | 68 years | - | Nil | No |
| 3 | P Uma Lakshmi | Sale Manager up to 31-07-2023 | 120000 | permanent | B.Com | 01-01-2001 | 45 years | - | 0.757 | No |
| 4 | Jyotsna Sukavasi | Company Secretary | 186090 | permanent | C.S | 18-08-2023 | 37years | - | Nil | No |
| 5 | G B K VIswanadham | Internal Auditor | 302400 | permanent | B.A | 01-01-2001 | 55 years | - | 0.06 | No |

ANNEXURE-VII
DECLARATION BY THE MANAGING DIRECTOR ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Venkata Rama Mohan Raju Jampana, Chairman and Managing Director of the Company hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the Financial Year 2023-2024.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Chairman and Managing Director
(DIN: 00060800)**

**Place: Hyderabad
Date: 31-07-2024**

ANNEXURE-VIII**CERTIFICATE BY THE MANAGING DIRECTOR AND CFO OF THE COMPANY**

To

The Board of Directors

Hindustan Bio Sciences Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2024 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

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

Sd/-

**Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

Sd/-

**Jaison George
CFO**

**Place: Hyderabad
Date: 31.07.2024**

ANNEXURE-IX**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of
M/s. Hindustan Bio Sciences Limited
Plot No.31, Sagar Society, Road No.2,
Banjarahills Hyderabad TG 500034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hindustan Bio Sciences Limited having CIN L26942TG1991PLC013564 and having registered office at Plot No.31, Sagar Society, Road No.2, Banjarahills Hyderabad TG 500034 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN No. | Date of appointment in the Company |
|----------------|---------------------------------|----------------|---|
| 1. | VENKATA RAMA MOHAN RAJU JAMPANA | 00060800 | 10/06/2000 |
| 2. | MANTENA SATYA NARAYANA RAJU | 00515406 | 30/09/2010 |
| 3. | RAMACHANDRA RAO BOMMARAJU | 00758638 | 30/07/2005 |
| 4. | UMA JAMPANA | 00912376 | 30/10/2007 |
| 5. | RAMACHANDRA RAJU KALIDINDI | 02699488 | 30/09/2009 |
| 6. | JAISON GEORGE | 00502736 | 31/10/2023 |
| 7. | REJI ABRAHAM | 03321887 | 31/10/2023 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date:14-08-2024

Sd/-
VBSS PRASAD
Practicing Company Secretary
M.No.4139
C.P.No.4605
UDIN number : F004139F000978739

Disclosure with Respect to Demat Suspense Account/ Unclaimed Suspense Account:

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

| Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year. | No. of shareholders who approached the company for transfer of shares from suspense account during the year. | No. of shareholders to whom shares were transferred from suspense account during the year. | Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year. |
|--|--|--|--|
| NIL | NIL | NIL | NIL |

Voting Right on these shares shall remain frozen till the rightful owner of such shares claims the shares.

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s Hindustan Bio Sciences Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of M/s. Hindustan Bio Sciences Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income) and the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| S. No. | Key Audit Matter | Auditor's Response |
|--------|--|--|
| 1. | <p>Adoption of Ind AS 115 Revenue from Contracts with Customers</p> <p>The Company recognizes revenue based on the terms of sales agreed, which varies with the customers, i.e., upon transfer of control over goods sold.</p> | <p>Principal Audit Procedures</p> <p>We obtained an understanding of the revenue recognition process and tested the company's controls around the timely and accurate recording of sales transactions.</p> <ul style="list-style-type: none"> • Selected a sample of continuing and other contracts and performed the following procedures: <ul style="list-style-type: none"> o We also verified transaction price charged by the company based on the terms of the contracts. o We also verified recognition of revenue on timely basis and historic trend of collections from the customers. |

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report and Management discussion and analysis report including Annexures, Corporate Governance and Shareholder's information but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also 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 of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with in this report are in agreement with the books of account.
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. Based on the Written Representation received from the directors as on March 31, 2024, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Sub-section 2 of Section 164 of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations on its financial position in its financial statements.
- ii. There is no requirement for any provision as required by any act or Indian Accounting Standards for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There are no amounts which are required to be transferred to Investor Education and protection fund.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures considered has reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (d) On the basis of our examination and test checks, the feature of recording Audit trail (EditLog) facility in the Accounting Software used for maintaining accounts was not enabled during the financial year ending on 31st march, 2024.
- v. The Company has neither declared nor paid any dividend during the year.

**For VASG & Associates
Chartered Accountants
Firm Registration No. 006070S**

**Sd/-
A Viswanatha Rao
Partner
Membership No. 029597
UDIN:24029597BKBKOQ2066**

**Place: Hyderabad
Date: 25.05.2024**

Annexure-A to the Auditors' Report

Annexure referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of the Independent Auditor's Report of even date of Hindustan Bio Sciences Limited, on the financial statements for the year ended March 31, 2024.

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state the following:

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(B) The Company does not have any intangible assets and accordingly paragraph 3(i)(a) (B) of the Order is not applicable to the company
- (b) The company has verified fixed assets at regular intervals. There were no material discrepancies noticed on such verification.
- (c) The company has not holding any immovable property. Thus, paragraph 3 (i)(c) of the Order is not applicable to the company.
- (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year. Thus, paragraph 3 (i)(d) of the Order is not applicable to the company.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
(b) The company is a debt free company and during the year the company has not been sanctioned with any working capital limits from banks or financial institutions. Thus, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii. The Company has not made investments, provided Guarantee or security and unsecured loans to companies, firms, Limited Liability Partnership or any other entity during the year, Thus, paragraph 3(iii) of the Order is not applicable
- iv. The Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The company has not accepted any deposits, within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Thus, paragraph 3(v) of the Order is not applicable to the company.

- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) The company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, and other material statutory dues as applicable with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, and other material statutory dues in arrears as at March 31, 2024 for the period of more than six months from the date they became payable.
- (c) There are no dues of income tax, and other material statutory dues as applicable which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. (a) The company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the reporting period. Thus, reporting under clause 3(x)(a) of the order is not applicable to the Company
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (full or partly or optionally) and hence reporting under clause (x)(b) of Order is not applicable to the Company.
- xi. To the best of our knowledge, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. In our opinion, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable for the company.
- xiii. In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 and the details of such transactions have been disclosed in the Ind AS Financial statements of the company as required by applicable Accounting Standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The company does not have any Core Investment Company as part of the group and accordingly reporting under clause (xvi)(b), (xvi)(c) and (xvi)(d) of the Order is not applicable.
- xvii. The company has not incurred any cash losses during the period covered by the audit report and in the immediately preceding financial year had a cash Loss of Rs. 3,22,930/-.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. CSR is not applicable to the company, Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For VASG & Associates
Chartered Accountants
Firm Registration No. 006070S**

**Sd/-
A Viswanatha Rao
Partner
Membership No. 029597
UDIN:24029597BKBKOQ2066**

**Place: Hyderabad
Date: 25.05.2024**

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Hindustan Bio Sciences Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VASG & Associates
Chartered Accountants
Firm Registration No. 006070S**

**Sd/-
A Viswanatha Rao
Partner
Membership No. 029597
UDIN:24029597BKBKQ2066**

**Place: Hyderabad
Date: 25.05.2024**

Balance Sheet as at 31st March,2024

| Particulars | Notes | As on 31.03.2024 Rs. | As on 31.03.2023 Rs. |
|---|-------|----------------------------|----------------------------|
| I. ASSETS | | | |
| Non Current Assets | | | |
| (a) Property, Plant and Equipment | 3 | 2,72,655 | 3,41,149 |
| (b) Deferred Tax Asset | 4 | 73,311 | 30,775 |
| (c) Other financial assets | 5 | 2,38,96,811 | 2,38,96,811 |
| Total - Non Current Assets | | 2,39,70,122 | 2,39,27,586 |
| Current Assets | | | |
| (a) Inventory | | - | - |
| (b) Financial assets | | | |
| (i) Trade Receivables | 6 | 44,21,321 | 45,35,840 |
| (ii) Cash and cash Equivalents | 7 | 3,50,113 | 95,373 |
| (c) Other current assets | 8 | 47,28,794 | 39,66,090 |
| Sub Total - Current Assets | | 95,00,228 | 85,97,303 |
| Total Assets | | 3,37,43,005 | 3,28,66,038 |
| 2. EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity share capital | 9 | 2,05,01,600 | 2,05,01,600 |
| (b) Other equity | 10 | (1,24,59,661) | (1,30,35,602) |
| Total Equity | | 80,41,939 | 74,65,998 |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 11 | 2,55,63,456 | 1,12,19,090 |
| Total - Non Current Liabilities | | 2,55,63,456 | 1,12,19,090 |
| Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 12 | - | 1,33,34,745 |
| (ii) Trade payables | | | |
| (A) Total outstanding dues of MSME | | - | - |
| (B) Total outstanding dues of creditors other than MSME | 13 | 15,751 | 6,49,220 |
| (b) Provisions | 14 | 1,21,859 | 1,96,986 |
| Total - Current Liabilities | | 1,37,610 | 1,41,80,951 |
| Total Equity & Liabilities | | 3,37,43,005 | 3,28,66,039 |

Corporate Information and significant accounting policies

1

 See accompanying notes to the financial statements.
 As per our report of even date.

For Hindustan Bio Sciences Limited

 VASG & Associates
 Chartered Accountants
 Firm Reg No. 006070S

 A Viswanatha rao
 Partner
 M.No:029597
 UDIN:24029597BKBKQ2066

 Place: Hyderabad
 Date : 25.05.2024

 Sd/-
 J.V.R. Mohan Raju
 Chairman & Managing Director
 DIN:00060800

 Sd/-
 Jyotsna Sukavasi
 Company Secretary

 Sd/-
 J. Uma
 Director
 DIN: 00912376

 Sd/-
 Jaison George
 CFO

Profit & Loss Statement for the period ended on 31st March,2024

| Sr. No. | Particulars | Notes | As on 31.03.2024 Rs. | As on 31.03.2023 Rs. |
|---------|--|-------|----------------------------|----------------------------|
| I | Revenue from Operations | 15 | 1,05,27,999 | 92,23,208 |
| II | Total Revenue | | 1,05,27,999 | 92,23,208 |
| III | Expenses | | | |
| | Purchases of Stock in Trade | 16 | 64,24,967 | 57,03,369 |
| | Changes in Stock in Trade | 17 | - | - |
| | Employee Benefit Expenses | 18 | 14,55,832 | 23,92,257 |
| | Financial costs | 19 | 36,859 | 40,974 |
| | Depreciation and Amortization Expenses | 3 | 68,494 | 56,562 |
| | Other Expenses | 20 | 18,76,301 | 12,56,679 |
| | Selling Expenses | 21 | 1,32,141 | 1,52,859 |
| IV | Total Expenses | | 99,94,594 | 96,02,700 |
| V | Profit/Loss before Exceptional and | | 5,33,405 | (3,79,492) |
| VI | Exceptional items | | - | - |
| VII | Profit/Loss before Extraordinary items and tax | | 5,33,405 | (3,79,492) |
| VIII | Extraordinary items | | - | - |
| IX | Profit /Loss before tax | | 5,33,405 | (3,79,492) |
| X | Tax Expenses: | | | |
| | (1) Current Tax | | - | - |
| | Previous Year Excess provision /Refund | | - | - |
| | (2) Deferred Tax | | 42,536 | 25,039 |
| XI | Profit /Loss for the period from continuing operations | | 5,75,941 | (4,04,531) |
| XII | Profit/Loss from Discontinuing Operations | | - | - |
| XIII | Tax Expenses of discontinuing operations | | - | - |
| XIV | Profit/Loss from Discontinuing Operations | | - | - |
| XV | Profit/(Loss) for the period | | 5,75,941 | (4,04,531) |
| XVI | Other Comprehensive Income (Net) | | | |
| | A (1) Items that will not be reclassified to profit or loss | | | |
| | (2) Income tax relating to items that will not be re-classified to profit or loss | | | |
| | B (1) Items that will be reclassified to profit or loss | | | |
| | (2) Income tax relating to items that will be reclassified to profit or loss | | | |
| | Total Comprehensive Income (Comprising Profit & Loss and other comprehensive Income) | | | |
| XVII | Earning per Equity Share | | | |
| | (1) Basic | | 0.06 | (0.04) |
| | (2) Diluted | | 0.06 | (0.04) |

See accompanying notes to the financial statements.
As per our report of even date.

For Hindustan Bio Sciences Limited

VASG & Associates
Chartered Accountants
Firm Reg No. 006070S

A Viswanatha rao
Partner
M.No:029597
UDIN:24029597BKBKQ2066

Place: Hyderabad
Date : 25.05.2024

Sd/-
J.V.R. Mohan Raju
Chairman & Managing Director
DIN:00060800

Sd/-
Jyotsna Sukavasi
Company Secretary

Sd/-
J. Uma
Director
DIN: 00912376

Sd/-
Jaison George
CFO

Cash Flow Statement for the year ended 31st March,2024

| Particulars | 31st March 2024 | 31st March 2023 |
|--|----------------------|-------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | Rs. |
| Net Profit/(Loss) Before Tax | 5,33,405 | (3,79,492) |
| Adjustments for: | | |
| Provision for Debtors | - | - |
| Depreciation | 68,494 | 56,562 |
| Operating Profit before Working Capital Changes | 6,01,899 | (3,22,930) |
| Movements in Working Capital | | |
| Increase/(Decrease) in Trade Payables | (6,33,469) | 6,36,442 |
| Decrease/(Increase) in Provisions | (75,127) | (12,797) |
| Increase/(Decrease) in Borrowings | (1,33,34,745) | 23,86,892 |
| Increase/(Decrease) in Trade Receivables | 1,14,519 | (31,85,686) |
| Increase/(Decrease) in Inventories | - | - |
| Decrease/(Increase) in Other financial assets | - | - |
| Decrease/(Increase) in Other current assets | (7,62,704) | 385 |
| Cash generated from operations | (1,40,89,627) | (4,97,694) |
| Less: Income Tax Refund/paid | - | - |
| Net Cash flow from Operating activities | (1,40,89,627) | (4,97,694) |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | - | - |
| Net Cash used in Investing activities | - | - |
| C CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from/ Repaid Long term Borrowings | 1,43,44,366 | 5,01,800 |
| Interest paid | - | - |
| Net Cash used in financing activities | 1,43,44,366 | 5,01,800 |
| Net increase in cash & Cash Equivalents | 2,54,739 | 4,106 |
| Cash and Cash equivalents at the beginning of the year | 95,374 | 91,267 |
| Cash and Cash equivalents at the end of the year | 3,50,113 | 95,374 |

See accompanying notes to the financial statements.
As per our report of even date.

For Hindustan Bio Sciences Limited

VASG & Associates
Chartered Accountants
Firm Reg No. 006070S

A Viswanatha rao
Partner
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Place: Hyderabad
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Sd/-
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DIN:00060800

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Company Secretary

Sd/-
J. Uma
Director
DIN: 00912376

Sd/-
Jaison George
CFO

A. Equity Share Capital

| Balance as at April 1, 2023 | Changes in equity share capital due to prior period errors | Restated balance as at April 1, 2023 | Changes in equity share capital during the year | Balance as at March 31, 2024 |
|-----------------------------|--|--------------------------------------|---|------------------------------|
| 2,05,01,600 | - | 2,05,01,600 | - | 2,05,01,600 |

| Balance as at April 1, 2022 | Changes in equity share capital due to prior period errors | Restated balance as at April 1, 2022 | Changes in equity share capital during the year | Balance as at March 31, 2023 |
|-----------------------------|--|--------------------------------------|---|------------------------------|
| 10,25,08,000 | - | 10,25,08,000 | - | 10,25,08,000 |

B. Other Equity

| Particulars | Reserves & Surplus | Other items of other Comprehensive Income | | Total Other Equity |
|--|----------------------|---|---|----------------------|
| | Retained earnings | | | |
| Balance as at April 1, 2023 | (1,30,35,603) | - | - | (1,30,35,603) |
| Profit for the year | 5,75,941 | - | - | 5,75,941 |
| Components of OCI | | | | |
| -Remeasurements of defined benefit plans | - | - | - | - |
| Balance as at March 31, 2024 | (1,24,59,662) | - | - | (1,24,59,662) |

| Particulars | Reserves & Surplus | Other items of other Comprehensive Income | | Total Other Equity |
|--|----------------------|---|-----------------------------------|----------------------|
| | Retained earnings | Revaluation reserve | Actuarial gain/(loss) on gratuity | |
| Balance as at April 1, 2022 | (1,26,31,072) | - | - | (1,26,31,072) |
| Profit for the year | (4,04,531) | - | - | (4,04,531) |
| Components of OCI | | | | |
| -Remeasurements of defined benefit plans | - | - | - | - |
| Balance as at March 31, 2023 | (1,30,35,603) | - | - | (1,30,35,603) |

Retained earnings:

Retained earnings are the profits that Company has earned till date less transfers to general reserve dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to the Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

The accompanying notes are an integral part of the financial statements

See accompanying notes to the financial statements.
As per our report of even date.

For Hindustan Bio Sciences Limited

VASG & Associates
Chartered Accountants
Firm Reg No. 006070S

Sd/-
J.V.R. Mohan Raju
Chairman & Managing Director
DIN:00060800

Sd/-
J. Uma
Director
DIN: 00912376

A Viswanatha rao
Partner
M.No:029597
UDIN:24029597BKBKOQ2066

Sd/-
Jyotsna Sukavasi
Company Secretary

Sd/-
Jaison George
CFO

Place: Hyderabad
Date : 25.05.2024

Notes forming part of the financial statements

A. General information

Hindustan Bio Science Limited (“The Company”) was incorporated under the Companies Act, 1956 as a public limited on December 16, 1991. The company is engaged in the manufacturing and sale of pharmaceutical products.

B. Basis of preparation of financial statements

B.1 Statement of Compliance

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2018 and the relevant provisions of the Companies Act, 2013.

These financial statements were authorized for issue by the Company’s Board of Directors.

B.2 Basis of preparation and presentation

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- Certain financial assets and liabilities are measured at fair value;
- Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- Long term borrowings are measured at amortized cost using the effective interest rate method.

B.3 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of our Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

1.1 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company’s normal operating cycle;
- b) it is held primarily for the purpose of being traded;

- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

2. Significant accounting policies**2.1 Revenue recognition**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of taxes and applicable trade discounts and allowances.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.2 Foreign Currency Transactions:

Foreign currency transactions are initially recorded at the exchange rates prevailing on the transaction date. All revenues denominated in foreign currency are translated at the exchange rate prevailing on the date of inward remittance. The consequent exchange gains/ losses arising there from are transferred to the statement of profit and loss. All foreign currency denominated monetary assets are translated at the exchange rate prevailing at the Balance Sheet date and

the exchange gains/losses resulting there from are transferred to the statement of profit and loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.3 Taxation

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2.4 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary

shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

2.5 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other (income)/expense, net" in the income statement.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the income statement as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Depreciation

Property, plant and equipment is depreciated under straight line method after considering the useful life's and residual values at the time of acquisition and reviewed at end of each financial year. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss

2.6 Cash flow statements

Cash flows are reported using the indirect method, where by profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.7 Inventories

The fair value of inventories acquired in a business combination is determined based on its estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

2.8 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

2.9 Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

2.10 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.11 Contingent liabilities & contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

2.12 Financial instruments

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

Subsequent measurement

- Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held with a business model whose objective is achieved by collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further in cases where the Company had made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

- **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

2.13 Critical accounting judgements and key sources of estimation uncertainty:

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Notes: 3 Property, Plant and Equipment

| Particulars | Gross Block | | | Depreciation | | | Net Block | | | |
|-------------------------|-------------------------|-----------------------------|------------------------------|-------------------------|------------------------|---------------------------|------------------------------|------------------|-------------------------|-------------------------|
| | Value at the 01.04.2023 | Additions during the period | Deductions during the period | Value at the 31.03.2024 | Value at the beginning | Additions during the Year | Deductions during the period | Value at the end | W.D.V. as on 31.03.2024 | W.D.V. as on 31.03.2023 |
| Tangible Assets | | | | | | | | | | |
| Computers | 2,65,645 | - | - | 2,65,645 | 2,32,919 | 11,003 | - | 2,43,922 | 21,723 | 32,726 |
| Furnitures & Fixtures | 5,10,905 | - | - | 5,10,905 | 4,85,360 | - | - | 4,85,360 | 25,545 | 25,545 |
| Office Equipment | 4,23,809 | - | - | 4,23,809 | 4,02,617 | - | - | 4,02,617 | 21,192 | 21,192 |
| Vehicles | 27,31,392 | - | - | 27,31,392 | 25,58,336 | 44,804 | - | 26,03,140 | 1,28,252 | 1,73,056 |
| Air Conditioner | 2,50,652 | - | - | 2,50,652 | 2,36,159 | 1,960 | - | 2,38,119 | 12,533 | 14,493 |
| Refrigerator | 1,12,369 | - | - | 1,12,369 | 1,00,047 | 5,554 | - | 1,05,601 | 6,769 | 12,322 |
| Net Workings(Lan) | 45,614 | - | - | 45,614 | 43,333 | - | - | 43,333 | 2,281 | 2,281 |
| Electrical Installation | 1,15,425 | - | - | 1,15,425 | 1,03,947 | 5,173 | - | 1,09,120 | 6,305 | 11,478 |
| Television | 1,15,300 | - | - | 1,15,300 | 1,09,534 | - | - | 1,09,534 | 5,766 | 5,766 |
| Website | 40,000 | - | - | 40,000 | 40,000 | - | - | 40,000 | - | - |
| Epbx | 42,800 | - | - | 42,800 | 40,660 | - | - | 40,660 | 2,140 | 2,140 |
| Walk In Cooler | 2,13,000 | - | - | 2,13,000 | 2,02,350 | - | - | 2,02,350 | 10,650 | 10,650 |
| Fitness Equipment | 5,90,000 | - | - | 5,90,000 | 5,60,500 | - | - | 5,60,500 | 29,500 | 29,500 |
| Total | 54,56,911 | - | - | 54,56,911 | 51,15,762 | 68,494 | - | 51,84,256 | 2,72,655 | 3,41,149 |
| Previous Year | 54,56,911 | - | - | 54,56,910 | 50,59,200 | 56,562 | - | 51,15,762 | 3,41,148 | 3,97,711 |

Notes: 4 Deferred Tax Asset

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---|-------------------------------|-------------------------------|
| Timing Difference of Depreciation on Assets | | |
| Opening Balance | 30,775 | 55,814 |
| Add: Additions during the year | 42,536 | (25,039) |
| Total | 73,311 | 30,775 |

Notes: 5 Other financial assets (Unsecured, considered good)

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|-----------------------|-------------------------------|-------------------------------|
| (a) Security deposits | 74,543 | 74,543 |
| (b) Loans & Advances | 2,38,22,268 | 2,38,22,268 |
| Total | 2,38,96,811 | 2,38,96,811 |

Loans and advances relates to the amount paid during the tenure of previous management, which are subject to confirmation.

Notes: 6 Trade Receivables

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|--------------------------------|-------------------------------|-------------------------------|
| a) Secured, Considered Good: | - | - |
| b) Unsecured, Considered Good: | 80,03,260 | 74,14,430 |
| c) Doubtful | - | - |
| Sub Total | 80,03,260 | 74,14,430 |
| Less: Expected Credit Loss | (35,81,939) | (28,78,590) |
| Total | 44,21,321 | 45,35,840 |

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per the provision matrix. The ageing of the receivables is as follows:

Trade receivables ageing schedule

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|--|-------------------------------|-------------------------------|
| Undisputed Trade receivables - Considered good | | |
| Not due | - | - |
| Less than 6 Months | 38,91,429 | 33,02,208 |
| 6 Months - 1 Year | - | - |
| 1-2 Years | - | - |
| 2-3 Years | | 14,42,126 |
| More than 3 years | 41,11,831 | 26,70,096 |
| Total | 80,03,260 | 74,14,430 |

Notes: 7 Cash and cash equivalents

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---------------------|-------------------------------|-------------------------------|
| Cash in Hand | 11,075 | 36,433 |
| Balances with banks | 3,39,038 | 58,940 |
| Total | 3,50,113 | 95,373 |

Notes: 8 Other current assets

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---|-------------------------------|-------------------------------|
| Advances to suppliers and service providers | 17,92,626 | 19,44,406 |
| Balances with government authorities | 29,36,168 | 20,21,684 |
| Total | 47,28,794 | 39,66,090 |

9.a. Share Capital

| | As at 31-Mar-2024 | | As at 31-Mar-2023 | |
|---|--------------------|--------------------|--------------------|--------------------|
| | No. of Shares | Amount in Rs. | No. of Shares | Amount in Rs. |
| Authorized share Capital | | | | |
| Equity Shares of Rs.2 each | 1,10,00,000 | 2,20,00,000 | - | - |
| Equity Shares of Rs.2 each wef 06.01.2023 & Rs 10/-each upto 05.01.2023 | | | 1,10,00,000 | 11,00,00,000 |
| Issued, subscribed and paid-up | | | | |
| Equity Shares of Rs.2 each | 1,02,50,800 | 2,05,01,600 | | |
| Equity Shares of Rs.2 each wef from 06.01.2023 & Rs 10/-each upto 05.01.2023 | | | 1,02,50,800 | 10,25,08,000 |
| Adjustment puruant to Capital Reduction Order | | | | (8,20,06,400) |
| Total issued, subscribed and fully paid-up | 1,02,50,800 | 2,05,01,600 | 1,02,50,800 | 2,05,01,600 |

9.b Reconciliation of Share Capital

| | As at 31-Mar-2024 | | As at 31-Mar-2023 | |
|---|-------------------|---------------|-------------------|---------------|
| | No. of Shares | Amount in Rs. | No. of Shares | Amount in Rs. |
| At the beginning of the period | 1,02,50,800 | 2,05,01,600 | 10,250,800 | 10,25,08,000 |
| Issued during the period - | - | - | - | - |
| Adjustment puruant to Capital Reduction Order | | | | (8,20,06,400) |
| Outstanding at the end of the period | 1,02,50,800 | 2,05,01,600 | 10,250,800 | 2,05,01,600 |

Terms/Rights attached to Equity Shares: The Company has only one class of Equity Shares having par value of Rs 2 per Share wef 06.01.2023 and Rs.10 per share upto 05.01.2023 .Each holder of Equity Shares is entitled to one vote per share and such amount of dividend per share as declared by the Company. The Company declares and pays dividend in Indian Rupees. The Dividend proposed by the Board of Directors is subject to the approval of Share holders in the ensuing Annual General Meeting.

In the event of liquidation of Company, the holders of equity Shares will be wntitled 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.

9.c. Details of promoters share holding in the company

| | As at 31-Mar-2024 | | As at 31-Mar-2023 | |
|--------------------------------------|-------------------|---------------|-------------------|---------------|
| | No. of Shares | % | No. of Shares | % |
| Equity Shares | | | | |
| JVR Mohan Raju | 9,62,091 | 9.39% | 9,62,091 | 9.39% |
| J Uma | 600 | 0.01% | 600 | 0.01% |
| J Varun Varma | 2,100 | 0.02% | 2,100 | 0.02% |
| Super Soltuins India Private Limited | 2,84,815 | 2.78% | 2,84,815 | 2.78% |
| Total | 12,49,606 | 12.19% | 12,49,606 | 12.19% |

9.d. Details of changes in the percentage of promoters share holding in the company:

| | As at 31-Mar-2024 | As at 31-Mar-2023 |
|--------------------------------------|-------------------|-------------------|
| | % of change | % of change |
| Equity Shares | - | - |
| JVR Mohan Raju | 0% | 0% |
| J Uma | 0% | 0% |
| J Varun Varma | 0% | 0% |
| Super Soltuins India Private Limited | 0% | 0% |
| Total | 0% | 0% |

Notes : 10 Other Equity

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|--|-------------------------------|-------------------------------|
| Surplus | | |
| Balance brought forward from previous year | (1,30,35,602) | (9,46,37,471) |
| Less:W/off on Share Capital Reduction | | 8,20,06,400 |
| | (1,30,35,602) | (1,26,31,071) |
| Add: Profit/Loss for the period | 5,75,941 | (4,04,531) |
| Total | (1,24,59,661) | (1,30,35,602) |

Notes : 11 Long Term Borrowings

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---------------------------|-------------------------------|-------------------------------|
| Loan from related Parties | 2,44,63,456 | 1,01,19,090 |
| Others | 11,00,000 | 11,00,000 |
| Total | 2,55,63,456 | 1,12,19,090 |

Related Parties

| | | |
|-------------------------------|-------------|-----------|
| J Uma | 48,60,000 | 50,60,000 |
| JVR Mohan Raju | 1,44,51,866 | - |
| Nipuna Shelters Pvt Ltd | 45,70,490 | 46,15,490 |
| Super Solutions India Pvt Ltd | 5,81,100 | 4,43,600 |

Others

| | | |
|-------------------|-----------|-----------|
| HES Infra Pvt Ltd | 11,00,000 | 11,00,000 |
|-------------------|-----------|-----------|

Notes : 12 Short Term Borrowings

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---------------------------|-------------------------------|-------------------------------|
| Loan from related Parties | - | 1,33,34,745 |
| Total | - | 1,33,34,745 |

Notes:13 Trade Payables

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---|-------------------------------|-------------------------------|
| total outstanding dues of MSME | - | - |
| total outstanding dues to other than micro enterprises and small enterprises | 15,751 | 6,49,220 |
| Total | 15,751 | 6,49,220 |

13a. Trade Payables ageing schedule

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|-------------------|-------------------------------|-------------------------------|
| Others | 15,751 | 6,49,220 |
| Less than 1 year | - | - |
| 1-2 Years | - | - |
| 2-3 Years | - | - |
| More than 3 years | - | - |
| Total | 15,751 | 6,49,220 |

Notes 14 Provisions

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|---------------------------|-------------------------------|-------------------------------|
| Employee Benefits payable | 49,800 | 1,30,800 |
| Expenses Payable | 72,059 | 66,186 |
| Total | 1,21,859 | 1,96,986 |

Notes: 15 Revenue from operations

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|-------------------------------------|-------------------------------|-------------------------------|
| Revenue from Operation | | |
| Sales - Exports | 1,03,89,531 | 86,92,421 |
| Sales- Domestic | - | - |
| Other operating revenues | | |
| Freight charges Received (Export) | 93,380 | 2,62,871 |
| Insurance charges Received (Export) | 6,496 | 17,588 |
| Other Incomes | 128 | 49,938 |
| Gain in Foreign currency Rates | 38,464 | 2,00,390 |
| Total Other Income | 1,05,27,999 | 92,23,208 |

Notes: 16 Purchases of Stock in Trade

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|--------------|-------------------------------|-------------------------------|
| Purchases | 64,24,967 | 57,03,369 |
| Total | 64,24,967 | 57,03,369 |

| | | |
|--------------------------------------|------------------|------------------|
| Details of Purchases | | |
| Exports related purchases | | |
| Material | 62,43,000 | 55,89,000 |
| Bill of lading & other exp. - Export | 1,81,967 | 1,14,369 |
| | 64,24,967 | 57,03,369 |

Notes: 17 Changes in Stock in Trade

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|----------------------------------|-------------------------------|-------------------------------|
| Changes in Stock in Trade | | |
| Opening Stock | - | - |
| Less Closing Stock | - | - |
| Changes in Stock in Trade | - | - |

Notes: 18 Employee Benefit Expenses

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|----------------------------------|-------------------------------|-------------------------------|
| Salaries, Bonus, PF & ESIC | 8,44,290 | 17,37,600 |
| Directors Remuneration | 6,00,000 | 6,00,000 |
| Staff Welfare | 11,542 | 54,657 |
| Employee Benefit Expenses | 14,55,832 | 23,92,257 |

Notes: 19 Financial Cost

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|-----------------------------|-------------------------------|-------------------------------|
| Bank Charges | 36,859 | 40,974 |
| Total Financial Cost | 36,859 | 40,974 |

Notes: 20 Other Administrative Expenses

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|--|-------------------------------|-------------------------------|
| Audit Fee | 60,000 | 60,000 |
| Office Maintenance | 500 | |
| Printing & Stationery | 20,900 | 24,393 |
| Rent Rates & Taxes | 3,73,427 | 7,65,597 |
| Telephone ,Postage & Telegrams | 24,477 | 27,624 |
| General Expenses | 3,457 | 21,404 |
| Directors Sitting Fee | 50,000 | 60,000 |
| Repairs & Maintenance | - | 44,950 |
| Vehicle Maintenance | 14,072 | 38,439 |
| Professional Charges | 1,92,000 | 1,08,000 |
| Listing Fees | 3,25,000 | |
| Travelling & Conveyance | 43,600 | 36,000 |
| Advertisement | 65,000 | 70,272 |
| Interest on TDS | 520 | |
| Expected Credit Loss | 7,03,348 | |
| Total Other Administrative Expenses | 18,76,301 | 12,56,679 |

Notes: 21 Selling Expenses

| Particulars | As at 31-March-2024 Rs. | As at 31-March-2023 Rs. |
|-------------------|-------------------------------|-------------------------------|
| Carriage Outwards | 1,32,141 | 1,52,859 |
| Total | 1,32,141 | 1,52,859 |

22. Related party transactions:

a. List of Related Parties

| Key Management Personnel | Designation |
|---------------------------------|------------------------------------|
| J.V.R Mohan Raju | Managing Director |
| J. Uma | Director |
| Jaison George | Director & Chief Financial Officer |

b. Other entities under the control of key management personnel and their relatives

- Nipuna Shelters Private Limited
- Basix Infratech India Private Limited
- Super Solutions (India) Private Limited
- Harvey Laboratories Private Limited
- Kainopharma Limited
- Doc & Med Health care Private Limited
- Aiwon Life Sciences LLP

Details of transactions with the related parties during the year:

| Particulars | 31-March-2024 | 31-March-2023 |
|--|----------------------|----------------------|
| I. Transactions with KMP | | |
| Managerial Remuneration | 6,00,000 | 6,00,000 |
| II. Transaction with Parties having significant influence | | |
| Sales | 0 | 0 |
| Advances taken | 12,54,621 | 57,61,945 |
| Advances Given/ repaid | 2,45,000 | 28.73,253 |

c) Details of balances receivable from and payable to related parties are as follows:

I. Outstanding balances at the end of the year - entities having significant influence

| Particulars | Name of the Entity/Person | 31-March-2024 | 31-March-2023 |
|--------------------------|--|---------------|---------------|
| Sales | - | - | - |
| Loans and advances taken | Super Solutions (India)Private Limited | 5,81,100 | 4,43,600 |
| Loans and advances taken | J V R Mohan Raju | 1,44,51,866 | 1,33,34,745 |
| Loans and advances taken | Nipuna Shelters Pvt Ltd | 45,70,490 | 46,15,490 |
| Loans and advances taken | J Uma | 48,60,000 | 50,60,000 |

23. Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| Particulars | 31-March-2024 | 31-March-2023 |
|---|---------------|---------------|
| Profit after tax attributable to shareholders | 5,75,941 | (4,04,530) |
| Weighted average number of equity shares of INR 10 each outstanding during the period used in calculating basic and diluted EPS | 1,02,50,800 | 1,02,50,800 |
| Basic/Diluted Earnings Per Share | 0.06 | (0.04) |

24. Estimated amount of contracts remaining to be executed on capital account and provided for is Rs. Nil.

25. Contingent Liabilities: Nil (Previous Year: Nil).

26. Segmental Reporting: As the company was engaged only in trading of Drugs and Medicines during the year, business segment reporting is not applicable. Geographic revenue is allocated based on the location of the customer.

| S.No | Particulars | 2023-24 | 2022-23 |
|------|--------------|-------------------|------------------|
| 1 | Exports | 103,89,531 | 86,92,421 |
| 2 | Domestic | - | - |
| | Total | 103,89,531 | 86,92,421 |

27. Based on the information available with the Company, Nil due to supplier who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2024.

28. Balances due to or due from the parties are subject to confirmation

29. Key Financial Ratios:

| Ratios | Numerator | Denominator | Year ended 31 st March 2024 | Year ended 31 st March 2023 | % of Variance |
|----------------------------------|--|--|--|--|-----------------|
| Current Ratios | Current Assets | Current Liabilities | 69.04 | 0.61 | 11218 |
| Debt - Equity Ratio | Debt | Net Worth | 3.18 | NA | 112 |
| Debt Service Coverage Ratio | Earnings before depreciation, interest and tax | Interest expense + Principal repayment | NA | NA | NA |
| Return on Equity Ratio (ROE) | Net Profits after taxes – Preference Dividend | Average Shareholder's Equity | 0.07 | -0.01 | 700 |
| Inventory turnover ratio | Sales of Goods | Average Inventory | NA | NA | NA [®] |
| Trade Receivables turnover ratio | Sales of Goods | Average Trade Receivable | 2.35 | 3.13 | 0.25 |
| Trade payables turnover ratio | Purchases +Other expenses and Additions to PPE | Average Trade Payables | 19.32 | 17.23 | 12 |
| Net capital turnover ratio | Sales of Goods | current assets - current liabilities | 76.51 | -1.65 | 4737 |
| Net profit ratio | Net profit | Sales of Services | 0.06 | -0.04 | 250 |
| Return on Capital employed | Earnings before interest and taxes | Average Capital Employed | 0.07 | -0.02 | 450 |
| Return on Investments | Income generated from Deposit | Average value of Deposits | NA | NA | NA |

- a. During the year ended 31st March 2024, there had been classification of Current liabilities when compared with previous year, this impacted reducing value of current Liabilities, resulting in variation in the ratios.
- b. During the year ended 31st March 2024, Current Liability has been classified as long term, this impacted the variation in the ratios.
- c. During the year ended 31st March 2024, there was an increase in Turnover and Profitability and the same has impacted the ratio.
- d. During the year ended 31st March 2024, there had been increase of Sales and Profitability when compared with previous year, this impacted resulting in variation in the ratios.

30. Other Statutory Information

- i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii. The Company does not have any transaction with companies struck off.
- iii. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- vii. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

See accompanying notes to the financial statements.
As per our report of even date.

For Hindustan Bio Sciences Limited

VASG & Associates
Chartered Accountants
Firm Reg No. 006070S

A Viswanatha rao
Partner
M.No:029597
UDIN:24029597BKBKOQ2066

Place: Hyderabad
Date : 25.05.2024

Sd/-
J.V.R. Mohan Raju
Chairman & Managing Director
DIN:00060800

Sd/-
Jyotsna Sukavasi
Company Secretary

Sd/-
J. Uma
Director
DIN: 00912376

Sd/-
Jaison George
CFO

HINDUSTAN BIO SCIENCES LIMITED

Registered Office :PLOT NO.31SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD TG
500034Telangana

(CIN: L26942TG1991PLC013564)

Website: <https://www.hindustanbiosciences.in/>– pharma.hindustanbio@gmail.com

Ph.No: 040 - 23555161

FORM No. MGT-12 : POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER FOR 32nd ANNUAL GENERAL MEETING

| S. No. | Particulars | Details |
|--------|--|---------|
| 1. | Name of the first Named Shareholder (In block letters) | |
| 2. | Postal Address | |
| 3. | Registered Folio No*/Client ID No. (*Applicable to investors holding shares in dematerialized form) | |
| 4. | Class of shares | Equity |

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| S.No. | Item No. | No. of Shares held by me | I assent to the resolution | I dissent from the resolution |
|-------|--|--------------------------|----------------------------|-------------------------------|
| | ORDINARY RESOLUTION | | | |
| 1. | To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon. | | | |
| 2. | To appoint a director in place of Mrs. Uma Jampana(DIN: 009112376) who retires by rotation and being eligible, offers herself for re-appointment | | | |

SPECIAL RESOLUTION

| | | | | |
|----|---|--|--|--|
| 3. | <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr. Gorrela Pratheek Reddy (DIN:06534989), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 30thSeptember, 2024 to 29th September, 2029.”</p> | | | |
| 4. | <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr. Bodeddula Nagi Reddy (DIN: 02928753), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing 30th September, 2024 to 29th September, 2029..”</p> | | | |

Place: Hyderabad
Date:

Signature of the Share Holder /Proxy

Notes:

Please read the below instructions carefully before exercising your vote:

- 1) If you vote “For” the resolution put a (”) mark in the “For” Column.
- 2) If you vote “Against” the resolution put a (”) mark in the “Against” Column.
- 3) Ballot/ Poll Paper incomplete in any respect is liable to be treated as invalid.
- 4) The shareholder can use his votes differently. In that case, the vote should be recorded by inserting the number of shares in one or all columns.
- 5) Any of the joint holders is entitled to vote. However, if two or more joint holders are personally present at the meeting then the shareholder whose name stands first or higher (as the case may be) is alone entitled to vote.
- 6) Joint holder attending the meeting should write the name of first holder as also his name in the Ballot / Poll Paper.
- 7) In case of shareholders voting in person, signature affixed on this Ballot /Poll Paper should be as per the specimen signature lodged with the Company.
- 8) After filling the Ballot / Poll Paper, please deposit the same in the ballot box.

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L26942TG1991PLC013564

Name: HINDUSTAN BIO SCIENCES LIMITED

Registered Office: PLOT NO.31SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD 500034 Telangana.

| | |
|------------------------|--|
| Name of the Member (s) | |
| Registered Address | |
| E-mail Id: | |
| Folio No /Client Id: | |
| DP Id: | |

I/We, being the member(s) of ___ equity shares of the above named company, hereby appoint

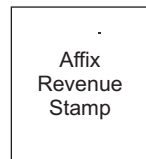
| | | |
|----|---|-----------|
| 1. | Name : Address: E-mail Id: or failing him | Signature |
| 2. | Name : Address: E-mail Id: or failing him | Signature |
| 3. | Name : Address: E-mail Id: or failing him | Signature |

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 32nd Annual General Meeting of the company, to be held on Monday, 30.09.2024 at 10.00A.M. at the registered office of the company at PLOT NO.31SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD TG 500034, Telangana and at any adjournment there of in respect of such resolutions as are indicated below:

| Resolution | S. No. | |
|-----------------------|--------|--|
| Ordinary Special | 1. | To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon. |
| | 2. | To appoint a director in place of Mrs. Uma Jampana (DIN: 009112376) who retires by rotation and being eligible, offers herself for re-appointment. |
| SPECIAL RESOLUTION | 3. | "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr. Gorrela Pratheek Reddy (DIN: 06534989), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 30th September, 2024 to 29th September, 2029." |
| | 4 | "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, read with Schedule IV of the said Act, and Regulation 25 (2A) read with its Proviso of LODR regulations.2015, Mr. Bodeddula Nagi Reddy (DIN: 02928753), as recommended by the Board in its meeting held on 31/07/2024-, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing 30th September, 2024 to 29th September, 2029.." |

Signed this _____ day of 2024

Signature of Shareholder: _____ Signature of Proxyholder(s):



Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

If undelivered please return to :

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