

28TH ANNUAL REPORT
2019-2020



HINDUSTAN BIO SCIENCES LIMITED

HINDUSTAN BIO SCIENCES LIMITED**Board Of Directors:**

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

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

Bankers - Axis Bank Ltd,
Begumpet Branch,
Hyderabad

Auditors - M/s C Ramachandam & Co.,
3-6'237, Unit # 600, Lingapur La Builde
Complex, Himayatnagar
Hyderabad - 500 029
Ph : 23264144/45, 23223787

Company Secretary - Kamala Kumar Tamada
16-1472, Saidabad Hyderabad 500059

Registrars and Share Transfer Agents - M/s. Venture Capital & Corporate
Investments Private Limited.
12-10-167, Bharat Nagar,
Hyderabad - 500 018.

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Wednesday the 30th September, 2020 at 10.00 at A.M through Video Conference (VC)/ Other Audio Visual Means (OAVM) to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and auditors thereon; and in this regard, if consider and thought fit, to pass the following resolution, with or without modification(s), as **Ordinary Resolution:**
"RESOLVED THAT the audited financial statements including Balance Sheet of the Company as at March 31, 2020, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Jampana Varun Varma, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if consider and thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**
"RESOLVED THAT Mr. Jampana Varun Varma (DIN: 00515430), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company."

Special business:

3. Reduction of Share Capital:

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

Reduction of Capital to the extent of 80% of the paid-up Equity Share Capital

"RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 5 of the Articles of Association of the Company and subject to the Confirmation of the Hon'ble National Company Law Tribunal (hereinafter referred as "NCLT") and other appropriate authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions and which may be agreed by the Board of Directors of the Company, the issued, subscribed and paid-up Equity share capital of Rs. 10,25,08,000/- (consisting of 10250800 equity shares of Rs.10/- each fully paid up) be reduced to Rs.2,05,01,600/- (consisting of 10250800 issued, subscribed and paid-up equity shares of Rs.2/- each fully paid up), so as to bring back the paid-up capital in purity with and making it representative of the residue of the value of the assets at present held by the company, being the assets as per the valuation made by the Company."

"RESOLVED FURTHER THAT upon extinguishment of such share capital, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced to the extent of the face of equity shares so extinguished on the Record date."

"RESOLVED FORTHER THAT after reduction of share capital the face value of each share will be Rs.2/- and the Board is authorized to issue revised certificates in lieu of the cancelled certificates.

"RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association and the Articles of Association of the Company after the said reduction becomes operative and effective."

"RESOLVED FURTHER THAT Mr. JVR Mohan Raju, Managing Director of the Company be and is hereby authorized to take all necessary steps for effecting the reduction and Consolidation of capital of the Company, including but not limited to:

- a) To appoint advocate(s) in order to file and represent the Company before the Hon'ble National Company Law Tribunal and/or such other authorities and to file the necessary applications, petitions, affidavits, pleadings

for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the Hon'ble NCLT and/or such other authorities courts and all such other documents as may be required for and on behalf of the Company;

- b) To verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and prepare all deeds, declarations, instruments, affidavits, applications, petitions, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of Reduction and Consolidation of Capital as aforesaid;
- c) To make such alterations, modifications or amendments in all the applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions imposed by the Hon'ble High Court or NCLT and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the Hon'ble NCLT and/or any other appropriate authorities and to do all such matters connected therewith, as may be directed by the Hon'ble NCLT and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Reduction and Consolidation of Capital into effect;
- d) To do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Reduction and Consolidation of Capital;
- e) To accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid;
- f) To produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat;
- g) To make, prepare any applications, petitions, appeals and judges summons before any Court, Tribunal or Authorities;
- h) To file, submit with the Registrar of Companies, Regional Director, other statutory/regulatory authorities in India any forms, documents, affidavits through electronic media or any other computer readable media or manually to follow up the same;
- i) To do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time or generally such person(s) and any such substitute(s) or sub-delegation of powers conferred vide the above to any persons, as may be necessary, and to appoint another or other in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to this resolution."

"FURTHER RESOLVED THAT the Scheme providing for Reduction of Capital of the Company, be and is hereby approved."

"FURTHER RESOLVED THAT a copy of this resolution and/or scheme be submitted to the concerned authorities duly certified by the Managing Director of the Company."

The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with regard to the special resolution mentioned above is enclosed.

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

J.V.R.Mohan Raju
Chairman

Place : Hyderabad
Date : 03-09-2020

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. Proxies in order to be effective must be deposited at the registered office of the company at Plot No: 31, Sagar Co-Operative Housing Society, Road No: 2, Banjara Hills, Hyderabad - 500 034 at least 48 hours before the commencement of the meeting.
3. Participation of members through VC as well as physical will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
4. In compliance with the Circulars, the Annual Report 2019-20 and the Notice of 28th AGM are being sent only through electronic mode to those members whose email addresses are registered with the company / depository participant(s).
5. The Register of the members and Share Transfer Books of the Company will remain closed from 22nd September 2020 to 30th September 2020 (Both days inclusive).
6. In the terms of notification issued by SEBI, the Equity Shares of the Company are under compulsory Demat trading for all Investors from 24th July, 2000. Shareholders are advised to hold their shares in Demat mode and to send their Share Certificates along with Dematerialization request to the RTA through their Depository Participants.
7. The Members are requested to:
 - i) Intimate changes, if any, in their registered address at an early date.
 - ii) Members who have multiple Folios in identical names or joint names in the same order are requested to intimate to the company those folios to enable the company to consolidate all such share holdings into a single folio.
8. The company shares are listed on Bombay Stock Exchange Limited. The Annual Listing fee for the year 2020-21 is yet to be paid to BSE Ltd.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

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

Instructions about Voting:**1. Voting through electronic means:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. Accordingly the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hindustanbiosciences.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice 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.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 27.09.2020 09:00 a.m. and ends on 29.09.2020. 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 (record date) of 21.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting being by VC/OAVM
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) 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.
 - (xix) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at pharma.hindustanbio@gmail.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Voting at the Annual General Meeting: The Members who have not cast their vote through remote e-voting can exercise their voting rights at the AGM through VC when window for e-voting is activated. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
8. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non - Individual Shareholders and Custodians

- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Mr. V.B.S.S. Prasad, a Practicing Company Secretary (Membership # 4139) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website

www.hindustanbiosciences.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:
ITEM NO.3
Salient features of the Scheme of Capital Reduction

- i. As on 31.03.2020 as per the Audited Financial results of the Company, the total accumulated losses and share capital unrepresented by available assets of the Company are Rs. 8,00,63,554/- as against the Paid-up equity share capital of Rs 10,25,08,000/-. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital. Under this Scheme, if approved, the Company will represent true financial position which would benefit both the Company, Institutions in general, and share holders in particular as their holding will yield better results and value. The proposed restructuring will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay/outgo on the part of the Company. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
- ii. Hence, after evaluating various alternatives, the Board at its meeting held on 8th August, 2018 decided to reduce 80% of the paid up share capital of the Company by reducing the face value of Rs. 10/- (Rupees Ten only) each to Rs.2/- (Rupees Two- Only) each.
- iii. This resolution is subject to the confirmation of the Hon'ble NCLT as may be applicable.

2. No-Objection/ Observation Letter from the Stock Exchanges

In-terms of Regulation 37 of LODR regulations, the Company has to obtain No-objection/Observation Letter to the reduction of capital from BSE Limited.

3. Capital Structure and shareholding pattern of the Company.

The capital structure and shareholding pattern of the Company pre reduction of capital as on 3rd September, 2020 and post reduction & Consolidation of capital are as follows:

Capital Structure:

Particulars	Pre-reduction of capital (in Rs.)		Post-reduction of capital (80%)(in Rs.)	
	11000000 Equity shares of Rs. 10/- each	11,00,00,000/-	11000000 Equity shares of Rs. 2/- each	2,20,00,000/-
Authorized capital				
Issued, subscribed and paid-up capital	10250800 Equity shares of Rs. 10/- each	10,25,08,000/-	10250800 shares of Rs. 2/- each	2,05,01,600/-

Details of proposed reconstruction / restructuring of Issued, subscribed and paid-up capital by Reduction of capital are as follows:

Particulars	Prior to the Scheme of Arrangement	Proposed Reduction of capital against capital losses as per Scheme	Paid up capital post reduction and prior to consolidation
No of Equity Shares	1,02,50,800	1,02,50,800	1,02,50,800
Value of each share	10	8	2
Total paid up share Capital	10,25,08,000	8,20,06,400	2,05,01,600

Shareholding Pattern:

Particulars	Prior to the Scheme of Arrangement		After the implementation of the Scheme of Arrangement. (As on effective date)	
	No. of Shares (Rs.10 each)	% to total	No. of Shares (Rs.2/-each)	% to total
Promoter's & Group	1249606	12.19	1249606	12.19
Banks/FI	13	0.00	13	0.00
NRIs /OCBs	138482	1.35	138482	1.35
Bodies Corporates	321815	3.14	321815	3.14
Clearing Member	3063	0.03	3063	0.03
Trusts	500	0.00	500	0.00
Public holding	8537321	83.29	8537321	83.29
Total	10250800	100.00	10250800	100.00

4. The Registered Office of the Company is situated in Hyderabad, Telangana State, therefore the Company would file an application for the approval of the reduction of capital before the National Company Law Tribunal at Hyderabad on passing the Special Resolution.
5. The Company shall file a certified copy of the order of the Hon'ble NCLT sanctioning the scheme of capital reduction with the Registrar of Companies, Telangana.
6. In accordance with the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by SEBI, the Company approved the proposal for reduction of Share Capital by its members in the 26th Annual General Meeting held on 29/09/2018 and further in its 27th AGM held on 30/09/2019. Due technical reasons the Proposal was not materialized. So your Directors seeking your approval again as special resolution.
7. The copies of the following documents will be open for inspection at the Registered Office of the Company on all working days (Monday to Friday between 11:00 AM to 01:00 PM) till the date of AGM:
 - Memorandum of Association and Articles of Association of the Company.
 - The audited balance sheet and profit and loss account for the year ended 31st March, 2020.
 - Notice to equity shareholders and the explanatory statement, copies of which may be obtained free of cost.

The Board of Directors of the Company recommends to the shareholders for passing the proposed special resolution.

None of the Directors, key Managerial Personnel or their relatives are directly/indirectly concerned or interested in any manner in the above resolution, except to the extent of their shareholding in the company.

Your directors recommended the resolution for approval as Special Resolution.

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

Place : Hyderabad
Date : 03-09-2020

J.V.R.Mohan Raju
Chairman

DIRECTOR'S REPORT

To
The Members,

Your directors are pleased to present their report along with the Audited accounts for the year ended 31-03-2020

Financial Results:	Rs. In Lakhs	
Particulars	2019-2020	2018-2019
Income	194.33	356.34
Other Income	0	0.06
Operating Profit (PBDIT)	12.79	12.44
Interest	0	0.14
Cash Profit/Loss	12.79	12.30
Depreciation and Amortization	1.14	1.07
Profit before Exceptional Item	11.65	11.23
Exceptional Item	0	0.00
Profit after Exceptional Item	11.65	11.23
Provision for Taxation		
i) Current Year	1.82	0.00
ii) Deferred Taxation	1.74	(0.23)
Net Profit/Loss before Extraordinary Item	8.09	11.00
Extraordinary Item	0	0.00
Profit after Extraordinary Item	8.09	11.00

Note: Previous year figures have been regrouped wherever necessary.

Operations:

During the financial year the company sales revenue is Rs. 194.33 lakhs as against Rs. 356.34 lakhs. An decrease of 54.53% is recorded as compared to previous year. The Management is expecting to get good results in the coming year.

TRANSFER TO RESERVES

During the year under review, no amount of profit was transferred to General Reserve Account.

ISSUE OF SECURITIES**SHARE CAPITAL**

The paid up Equity Share Capital of the Company stood at Rs. 10,25,08,000 (10250800 shares of Rs. 10/- each) as on March 31, 2020. There was no change in the paid up Equity Share Capital in the Financial Year 2019-20.

DIRECTORS:

Mr. Varun Varma Jampana retiring by rotation and being eligible offers himself for reappointment.

DECLARATION BY INDEPENDENT DIRECTORS

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

POLICIES ON APPOINTMENT OF DIRECTORS AND REMUNERATION

Your Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance and has adopted a Policy on Board Diversity formulated by the Nomination and Remuneration Committee. The Company's Remuneration Policy has laid down a framework for remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel.

These Policies are available on the Company's website at the <https://www.hindustanbiosciences.in/>

NUMBER OF MEETINGS OF THE BOARD

Four Board Meetings were held during the financial year. The details of the Board and various Committee meetings are given in the Corporate Governance Report.

PERFORMANCE EVALUATION OF DIRECTORS AT BOARD AND INDEPENDENT DIRECTORS' MEETINGS

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees for the financial year 2019-20. The evaluation was conducted on the basis of a structured questionnaire which comprises performance criteria such as performance of duties and obligations, independence of judgement, level of engagement and participation, attendance of directors, their contribution in enhancing the Board's overall effectiveness, etc. The Board has expressed their satisfaction with the evaluation process. The observations made during the evaluation process were noted and based on the outcome of the evaluation and feedback of the Directors, the Board and the management agreed on various action points to be implemented in subsequent meetings. The observations included those relating to further improvement in participation and deliberations at the meetings and conduct of the meetings, circulation of board presentations and its content.

The independent directors met on 31/01/2020, without the presence of other directors or members of Management. All the independent directors were present at the meeting. In the meeting, the independent directors reviewed performance of non-independent directors, the Board as a whole and Chairman. They assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

KEY MANAGERIAL PERSONNEL

There was no change (appointment/resignation) in the key managerial personnel namely, Managing Director & the Chief Financial Officer and the Company Secretary of the Company during the financial year.

Directors Responsibility Statement:

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

- In the participation of Annual Accounts the applicable accounting standards have been followed and that there have been no material departures.
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020.
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors had prepared the Annual accounts on a going concern basis and

- The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- The Company's Internal Auditors have conducted periodic audit to provide reasonable assurance that the Company's established policies and procedures have been followed. The Audit Committee of the Board meets once in a quarter with Internal Auditors to review internal control and financial reporting issues.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the annual return in form MGT-9 is annexed as **Annexure - A**.

DISCLOSURES AS PER THE SECTION 134 OF THE ACT READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014**CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

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

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the chairperson of the audit committee in exceptional cases. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website: <https://www.hindustanbiosciences.in/>

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

There were no entity(ies) which became or ceased to be subsidiaries, joint ventures or associate companies of the Company during the financial year ended March 31, 2020.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

NO FRAUDS REPORTED BY STATUTORY AUDITORS

During the Financial Year 2019-20, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprised of following directors namely, Mr. B.R. Rao - Chairman, Mr. M. Satyanarayana Raju, Member and Mr. K. Ramachandra Raju, Member.

NOMINATION AND REMUNERATION COMMITTEE

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

BRIEF DESCRIPTION OF TERMS OF REFERENCE

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

Carry on the evaluation of every director's performance;

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

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

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

Devising a policy on Board diversity; and

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

NOMINATION AND REMUNERATION POLICY**The objective of the Policy-**

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

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

To carry evaluation of the performance of Directors

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

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

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO SEC. 188(1)

Particulars of contracts or arrangements with related parties referred to Sec. 188(1) are explained in detail in Note No. 22 of Financials.

OTHER DISCLOSURES

- There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.

- There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- No equity shares were issued with differential rights as to dividend, voting or otherwise.
- No equity shares (including sweat equity shares) were issued to employees of your company, under any scheme.
- The company has not resorted to any buy back of its equity shares during the year under review.
- There was no change in the nature of business of the Company.
- There was no fraud reported by the Auditors of the Company under the Section 143(12) of Act to the Audit Committee.

PARTICULARS OF EMPLOYEES

No employee of the company is in receipt of remuneration in the financial year in excess of the limits specified and whose particulars are required to be disclosed pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CHANGE IN NATURE OF BUSINESS

There is no change in the Company's nature of business during the financial year ending March 31st, 2020.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

No such orders have been received.

MATERIAL CHANGES AND COMMITMENTS

There are no Material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2020 to the date of signing of the Director's Report.

STATUTORY AUDITORS

At the Annual General Meeting held on 29th September, 2017 M/s C RAMACHANDRAM & Co. Chartered Accountants, Hyderabad (Firm Reg.No.002864S), were appointed as statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022.

INTERNAL AUDITORS

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company has appointed Mr. G B K VISWANADHAM, Hyderabad as Internal Auditors for the Financial Year 2019-20. Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

COMPANY SECRETARY

Mrs. Kamala Kumar Tamada, is Company Secretary cum Compliance officer of the company.

SECRETARIAL AUDIT

Secretarial Audit Report pursuant to the provisions of Section 204 of the Act for the financial year 2019-20 issued by Mr. V.B.S.S. Prasad, Practicing Company Secretary (Certificate of Practice No. 4605) (Membership No. FCS 4139) is annexed to this report as **Annexure-D**. The report does not contain any qualification, reservation or adverse remark.

ANNUAL SECRETARIAL COMPLIANCE REPORT

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, has directed listed entities to get the Annual Secretarial compliance audit done from a Practicing Company Secretary with respect to all applicable SEBI Regulations and circulars/ guidelines issued there under. Further, Secretarial Compliance Report dated June 26, 2020, was given by Mr. VBSS Prasad, Practicing Company Secretary which was submitted to Stock Exchanges. The Secretarial Compliance Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

CEO/CFO CERTIFICATION

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certification is attached with the annual report as Annexure-E.

CORPORATE GOVERNANCE

Pursuant to Schedule V to the Listing Regulations, the following Reports/Certificates form part of the Annual Report:

- the Report on Corporate Governance;
- the Certificate duly signed by the Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2020 as submitted to the Board of Directors at their meeting held on 31-07-2020 ;
- the declaration by the Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct ; and
- the Management Discussion & Analysis Report

The Auditors' Certificate on Corporate Governance is annexed to this report as **Annexure-C**.

ACKNOWLEDGEMENTS

The board wishes to place its deep sense of gratitude to all the employees for their valuable co-operation and contribution. The board also thanks all Government/statutory organizations for their support extended to the company.

During the Financial year ended 31st march, 2020, the company has not received any Complaints pertaining to Sexual Harassment.

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

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

J.V.R.Mohan Raju
Chairman

Place : Hyderabad
Date : 31-07-2020

**Annexure 'A' to the Director's Report
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2020

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

FORM NO. MGT 9

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S.No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of Pharmaceuticals and Medical Goods	46497	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. SHARE HOLDING PATTERN
(Equity share capital breakup as percentage of total equity)
(i) Category-wise Share Holding

Category of Share holders	"No. of Shares held at beginning of the year [As on 31-March-2019]				"No. of Shares held at end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	854,900	-	854,900	8.34%	964,791	-	964,791	9.41%	12.85%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	284,815	-	284,815	2.78%	284,815	-	284,815	2.78%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,139,715	-	1,139,715	11.12%	1,249,606	-	1,249,606	12.19%	9.64%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,139,715	-	1,139,715	11.12%	1,249,606	-	1,249,606	12.19%	9.64%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	13	-	13	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	13	-	13	0.00%	0.00%

Category of Share holders	"No. of Shares held at beginning of the year [As on 31-March-2019]				"No. of Shares held at end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	364326	0	364,326	3.55%	321815	0	321,815	3.14%	-11.67%
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 2 lakhs	6,758,401	8,306	6,766,707	66.01%	6584859	8306	6,593,165	64.32%	-2.56%
ii) Individual share holders holding nominal share capital in excess of Rs 2 lakhs	1,804,077	-	1,804,077	17.60%	1944156	0	1,944,156	18.97%	7.76%
c) Others (specify)									
NRI	136,362		136,362	1.33%	138482		138,482	1.35%	1.55%
CLEARINGMEMBER	39,113		39,113	0.38%	3063		3,063	0.03%	-92.17%
Trust	500		500	0.00%	500		500	0.00%	0.00%
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies-D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	9,102,779	8,306	9,111,085	88.88%	8,992,875	8,306	9,001,181	87.81%	-1.21%
Total Public (B)	9,102,779	8,306	9,111,085	88.88%	8,992,888	8,306	9,001,194	87.81%	-1.21%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	10,242,494	8,306	10,250,800	100.00%	10,242,494	8,306	10,250,800	100.00%	8.44%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged encumbered to total shares	No. of Shares Share of the	% of total Shares Pledged / company	% of Shares encumbered to total shares	
1	JVR MOHAN RAJU	852200	8.31%	0	962091	9.39%		12.89%
2	J UMA	600	0.01%	0	600	0.01%		0.00%
3	SUPER SOLUTIONS (I) PVT LTD.	284815	2.78%	0	284815	2.78%		0.00%
4	J VARUN VARMA	2100	0.02%	0	2100	0.02%		0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	At the beginning of the year			1,139,715	11.12%	1,249,606	12.19%
2	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
3	At the end of the year			1,139,715	11.12%	1,249,606	12.19%

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

S. No.	For each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	K Satya Sai			100000	0.98%	265764	2.59%
2	Chintalapati Deepika			140849	1.37%	140849	1.37%
3	Danlaw Systems India Ltd			133732	1.30%	133732	1.30%
4	Punjabhai Keshavbhai Kadchha			105000	1.02%	105000	1.02%
5	Vijayadurga Chintalapati			93300	0.91%	93300	0.91%
6	G Arjuna Raju			84900	0.83%	84900	0.83%
7	Uma Lakshmi Guntupalli			77700	0.76%	77700	0.76%
8	Bodreddula Nagireddy			74800	0.73%	74800	0.73%
9	Subba Rao Guntupalli			71900	0.70%	71900	0.70%
10	Prakash Babulal Mutha			51000	0.50%	51000	0.50%
	At the end of the year			933,181	9.10%	1,098,945	10.72%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each key managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	J V R MOHAN RAJU (Managing Director)			852,200	8.31%	962,091	9.39%
2	J UMA (Director)			600	0.01%	600	0.01%
3	J VARUN VARMA (Director)			2,100	0.02%	2,100	0.02%

V. INDEBTEDNESS

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

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		33,660,466		33,660,466
ii) Interest due but not paid		-		-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	33,660,466		33,660,466
Change in Indebtedness during the financial year				
* Addition		8,396,018		8,396,018
* Reduction		16,086,375		16,086,375
Net Change	-	(7,690,357)		- (7,690,357)
Indebtedness at the end of the financial year				
i) Principal Amount		25,970,109		25,970,109
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)	-	25,970,109		25,970,109

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs)
		Name : J V R MOHAN RAJU Desig : Managing Director	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600,000	600,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission - as % of profit - others, specify		- -
5	Others, please specify		-
	Total (A)	600,000	600,000
	Ceiling as per the Act		

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
		J UMA	B R RAO, M S RAJU	K R C RAJU	
1	Independent Directors Fee for attending board/ committee meetings	-	20,000	10,000	30,000
	Commission		-	-	-
	Others, please specify		-	-	-
	Total (1)	-	20,000	10,000	30,000
2	Other Non-Executive Directors Fee for attending board committee meetings	10,000	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	10,000	-	-	10,000
	Total (B)=(1+2)	10,000	20,000	10,000	40,000
	Total Managerial Remuneration Overall Ceiling as per the Act				640,000

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		CEO	CFO	CS	
	Name Designation				
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		576,000	240,000	816,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission - as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	576,000	240,000	816,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure 'B' to the Director's Report

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

A. Details of Conservation of Energy:

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

B. Technology Absorption, Adaptation and Innovation

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

(i). Foreign Exchange Earnings and Outgo.

Particulars	Rs. In Lakhs	
	2019-20	2018-19
Foreign exchange earnings	50.48	55.95
Foreign exchange outgo	102.28	30.35

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT:

Industry Structure and Development :

Human Recombinant Erythropoietin being imported into India is facing tough competition from Indian manufacturers owing to the drop-in rupee value against the US dollar though the company could increase the import quantities to capture market in other Indian states, as the domestic manufacturers are able to provide r-DNA products and Erythropoietin in particular at extremely competitive prices, this is making the sale of imported products very challenging.

We have been able to increase our exports during the year compared to last year.

Opportunities and Threats, Product wise Performance and Outlook :

The industry is growing at a rapid pace and so is the competition in this segment. The management of our company has been exploring various channels to increase revenues and profits. Following are a few steps taken in this direction:

- The company has received approval of license (renewal) from DCGI, to continue importing 'Recombinant Human Erythropoietin'.
- Though the company Identified a marketing company previous year to take up sales in the North east states but due to tough competition from various domestic manufacturers the company could not generate income so decided to discontinue the collaboration.

The company is exporting selected pharmaceutical formulations to neighboring countries, this helped us in increasing our turnover. Import and marketing of 'Recombinant Human Erythropoietin' will be done simultaneously.

Risks & Concerns

- 1) The cost and time for getting approval for new products has become unpredictable and time consuming with no guarantee that the company will get approval

- 2) DCGI insists on clinical trials for every product, even though the products are used and marketed in many developed countries post clinical trials there. The cost of clinical trials is very high and time consuming thus reducing the competitiveness of the product in terms of price.
- 3) DCGI insists testing of all the import consignments of r-DNA products the testing fee of each batch is very high and the test report takes 100 days due to which there is a huge gap in Import and sales which resulted in increase in expenses (in stock maintenance) and decrease of sales revenue.

Internal Control systems and their adequacy

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

Outlook:

During the year under review, lockdown was introduced to counter COVID 2019 effect. The lockdown was introduced on 22nd March, 2020 and it is still continuing. The business operations of the company are effected to large extent, we could not promote sales in the last quarter of the year. Due to Lockdown in both China and in India, the company could not import any quantities from January, 2020. Owing to domestic logistic issues the company couldn't sell some of the imported stocks from March. Further we are afraid the Government of India may impose restrictions to discourage Imports from China

Discussion on financial performance with respect to operational performance:

During the year the company has sales revenue of Rs.194.33Lakhs as against last year sales revenue of Rs. 356.35 Lakhs, a decrease of about 54.53% in rupee terms.

ANNEXURE -C**Report on Corporate Governance****BOARD OF DIRECTORS**

The Board of Directors comprising One Managing Director, one Whole Time Director, One Non Executive Non Independent Director and Three Independent Directors. The composition of the Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

BOARD MEETING AND PROCEDURES

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

During the year under review, four meetings of the Board of Directors were held on 30-05-2019, 31-07-2019, 31-10-2019 and 29-01-2020 The necessary quorum was present for all the meetings. The maximum gap between any two meetings was not more than one hundred and twenty days. The Company complied with Regulation 17A(1) of the (LODR) Regulations as amended from time to time, which tells about the maximum number of directorships and also Regulation 26 of the (LODR) Regulations which tells about the maximum number of memberships and chairmanships of audit committee and the Stakeholders' Relationship Committee a director can have.

The names and categories of Directors, their attendance at Board Meetings held during the Financial Year and at the last Annual General Meeting (AGM), number of Memberships/ Chairmanships of Directors in other Boards and Committees of Board, Category of directorship and names of listed entities where person is a director are as follows:

COMPOSITION OF BOARD

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. The composition of Board of Directors is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Name of the Director and Category of Directorship	No. of Board Meetings attended during the F.Y. 2019-20	Whether attended the last AGM held on 30-9-2019	Total No. of Directorships	Memberships in Audit / Stakeholders Relationship Committee	Chairmanships in Audit / Stakeholders Relationship Committee	Category of the Directorship and Names of Listed entities where person is a director
J V R Mohan Raju Managing Director DIN No:00060800	4	Yes	0	0	0	0
J Uma Non- Executive Director DIN No:00912376	4	Yes	0	0	0	0
J Varun Varma Executive Director DIN No:00515430	4	Yes	0	0	0	0
B R Rao Independent Director DIN No:00758638	4	Yes	0	0	0	0
K Rama Chandra Raju Independent Director DIN No:02699488	4	Yes	0	0	0	0
M Satyanaryana Raju Independent Director DIN No:00515406	4	Yes	0	0	0	0

Note:

- In the above table, the total number of Directorships of a Director excludes his/her Directorships in the Company, Section 8 Companies, Private Limited Companies and Foreign Companies.
- The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
- The Board Meetings were conducted on 30-05-2019, 31-07-2019, 31-10-2019 and 29-01-2020 All the directors attended all the board meetings of the company
Pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h) of Listing Regulations the Board of Directors has identified the following the requisite skills/expertise and competencies for the effective functioning of the Company which are currently available with the Board.

S.No.	Name of the Director	Designation	Core skills/expertise/competencies
1.	Sri. J V R Mohan Raju	Chairman Managing & Director	He has got more than 40 years of experience in pharma Industry. He / started his career with M/s. Siris Limited one of the reputed pharma company in Telangana before starting his own Indenting company M/s. Hindustan Overseas Corporation catering to the needs of pharma companies in India by sourcing API, Bulk Drugs, Pharmaceutical raw materials from China and Japan. Later he is the founder of Hindustan

			Biosciences Limited and is holding the position of Chairman & Managing Director for the past 20 year.
2.	Smt. J Uma	Non-Executive Director	She has vast experience in M/s. Siris Limited
3.	Sri. J Varun Varma	Executive Director	2 years experience as business Analyst in USA
4.	Sri. B R Rao	Independent Director	He has been working in pharmaceutical industry for the last 50 years Presently working as Senior Vice President - Projects with M/s. Micro Labs Limited
5.	Sri. K Rama Chandra Raju	Independent Director	He has vast experience in Business Development in so many companies. Now he is working with M/s. HES Infra Limited from 2007 onwards.
6.	Sri. M Satyanaryana Raju	Independent Director	He has vast experience in Cement Industry and worked with M/S. Vishnu cements and M/s.Rasi Cements Ltd.,

The brief profiles of Directors are also available on the website of the Company <https://www.hindustanbiosciences.in/> Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the independent directors fulfil the conditions as specified in the Listing Regulations and are independent of the management.

POLICY FOR PROHIBITION OF INSIDER TRADING

Vide notification No.EBI/LAD-NRO/GN/2018/59 Securities and Exchange Board of India (SEBI) has notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with effect from April 01, 2019. The Company has accordingly amended its Prohibition of Insider Trading Code and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Company has formulated a policy on Insider trading and implementing it.

COMMITTEES OF DIRECTORS

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act 2013 ('the Act') and Regulation 18 read with Part C of the Schedule II of the SEBI (LODR) Regulations.

Terms of reference

The terms of reference of the Audit Committee, inter alia includes:

1. Overseeing the financial reporting process.
2. To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements. To recommend appointment, re-appointment of auditors, fixing of their remuneration and approval of payment to auditors for any other services rendered by them.
3. Reviewing, with the management, the Financial Statements before submission to the Board.
4. Reviewing the adequacy of internal audit function.
5. Reviewing the findings of any internal examinations 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.
6. Discussing 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.
7. To discuss with the management, the senior internal audit executives and the auditor/s the Company's major risk exposures, guidelines and policies.

8. To review the functioning of the Whistle Blower Mechanism.
9. Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
10. Review and monitor the Auditor's independence, performance and effectiveness of audit process.
11. Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions.
12. Scrutiny of inter-corporate loans and investments.
13. Valuation of undertakings or assets of the Company, wherever it is necessary.

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Company has an Internal Audit Department which is headed by G B K Viswanadham, who is responsible for conducting independent Internal Audit. The Internal Auditor reports directly to the Audit Committee of the Board.

During the year under review, four meetings were held on 30-05-2019, 31-07-2019, 31-10-2019 and 29-01-2020. The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No of Meetings Attended
B R Rao	Chairman	4
K Ramachandra Raju	Member	4
M Satyanarayana Raju	Member	4

The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor, the Managing Director & the Chief Financial Officer, the Head of Accounts Department of the Company and other invitees also attend the meeting.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) has been constituted by the Board as per the requirements of the provisions of Section 178 of the Act and Regulation 19 read with Part D of the Schedule II of the SEBI (LODR) Regulations.

Terms of reference

The terms of reference of the NRC, is uploaded on the Company's web site at the web link: <https://www.hindustanbiosciences.in/>

During the year, the Committee met twice on 31-10-2019 and 29-01-2020. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No of Meetings Attended
B R Rao	Chairman	2
K Ramachandra Raju	Member	2
M Satyanarayana Raju	Member	2

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria for performance evaluation of Independent Directors provide certain parameters like commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications & liabilities as an independent director, up-to-date knowledge /information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., which is in compliance with applicable laws, regulations and guidelines.

SITTING FEES OF INDEPENDENT DIRECTORS

The Company is being benefited from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advise, suggestion and guidance to the management of the Company from time to time. Directors of the Company are paid sitting fees Rs. 2500/- for every meeting of Board.

REMUNERATION OF DIRECTORS:

Refer Remuneration policy uploaded on the Company's website at the web link:

The details of sitting fees/remuneration paid to the Directors during the year 2019- 20 are as under:

S.No.	Name of the Director	Sitting fees for attending the	Salary, Perquisites & ESOS (in Rs.)	Commission (to be paid in Rs.)	Total
1	J V R Mohan Raju	0	600000	0	600000
2	J Uma	10000	0	0	10000
3	J Varun Varma	0	0	0	0
4	B R Rao	10000	0	0	10000
5	K Rama Chandra Raju	10000	0	0	10000
6	M Satyanaryana Raju	10000	0	0	10000

Notes:

* For further details kindly refer paragraph titled 'Composition of Board' forming part of this report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The "Stakeholders' Relationship Committee" is constituted in line with the provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations.

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

The Committee in particular looks into:

1. To oversee and reviews redressal of shareholder and investor grievances, on matters relating to transfer of securities, non-receipt of annual report, non-receipt of dividends/interests.
2. To issue duplicate share/debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company.
3. Attending to complaints of security holders routed by Stock Exchanges/RBI or any other Regulatory Authorities.

4. To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
5. To list the securities of the Company on Stock Exchanges.
6. Any other matters that can facilitate better investor services and relations.
During the year, the Committee met 31-10-2019 and 29-01-2020. The necessary quorum was present for all the meetings.

Composition

Name of the Member	Status	No of Meetings Attended
B R Rao	Chairman	2
K Ramachandra Raju	Member	2
M Satyanarayana Raju	Member	2
J Varun Varma	Member	2

Note:

Mrs. T. Kamal Kumar, Company Secretary of the Company also acts as Compliance Officer of the Company. The status of security holders grievances is monitored by the Committee periodically and the minutes of the Committee are made available to the Board.

SECURITY HOLDERS COMPLAINTS:

No complaints were received from investors during the year under review.

GENERAL BODY MEETING**(i) Annual General Meeting (AGM):**

Details of the last three Annual General Meetings (AGM) and Special Resolutions passed thereat are given below:

Year	AGM	Location	Date & Time	Details of Special Resolution passed
2016-17	25 th AGM	Plot No 31 Sagar Society, Rod No 2 Banjara Hills, Hyderabad 500034	29-09-2017 at 10.00 A M	Nil
2017-18	26 th AGM	Plot No 31 Sagar Society Rod No 2 Banjara Hills Hyderabad 500034	29-09-2018 at 10.00 AM	Reduction of share capital
2018-19	27 th AGM	Plot No 31 Sagar Society Rod No 2 Banjara Hills Hyderabad 500034	30-09-2019 at 10.00 AM	Reduction of share capital

SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC / FITTC/Cir- 16/2002 dated December 31, 2002, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the reconciliation of share capital audit report thereon is submitted to the Stock Exchanges and to the Board of Directors.

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

In terms of Listing Regulations, the certification by the Managing Director and the Chief Financial Officer is annexed to this Annual Report.

MEANS OF COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent

manner. The Audited financial results, the quarterly results and half yearly results of the Company are published in English Fourth Voice and Telugu newspaper Prajapalana.

Shareholders have been provided with an opportunity to provide their email id for receiving correspondence, financial results and annual report in electronic form. The annual report has been sent in electronic form to shareholders, who have provided their email id. Physical copies of the annual report have been provided to such shareholders based on a request received from them for this purpose.

Our Company does online filing with BSE Limited (BSE) through BSE Listing Centre. The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information. The Board of Directors has approved a policy for determining materiality of events and a team comprising of Senior Managerial Personnel for the purpose of determining materiality of an event or information and making disclosures to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION:

1. Book Closure Date : 22.09.2020 to 30.09.2020 (Both days Inclusive)
2. Date, Time and Venue of the 28th Annual General Meeting : Wednesday the 30th September,2020 at 10.00 at A.M through Video Conference (VC)/ Other Audio Visual Means (OAVM)
3. Listing On Stock Exchanges : BSE Limited
4. Listing Fee : Listing Fees for the year 2020-21 is yet to be paid to the BSE Ltd.
5. Registered Office : H.No: 8-2-269/S, Plot No: 31, Sagar Co-Operative Housing Society, Road No: 2, Banjara Hills, Hyderabad – 500 034. Ph.No: 23555161, Fax: 40205171 Email: pharma.hindustanbio@gmail.com
6. Registrar and Share Transfer Agent : M/s. Venture Capital & Corporate Investments Private Limited., 12-10-167, Bharat Nagar, Hyderabad – 500 018.
7. Company's ISIN No. : INE597C01013
8. Trading in shares (Electronic Form) : Compulsory De-mat
9. Dividend Declared in earlier years : The Company has not declared dividend so far
10. Publication of Unaudited/Audited Financial Results in the press : Normally Published

Note:

1. The company has appointed M/s. Venture Capital & Corporate Investments Limited as Registrars to the company. So far 10242494 shares have been De-materialized.
2. During the financial year 2019-20 no penalties/strictures have been imposed on the company by the stock exchange, Registrar of Companies, SEBI or any statutory authority in any manner related to capital market.

Market price data on company's scrip on Bombay Stock Exchange Ltd for the Financial Year 2019-2020

Month	Highest		Lowest	
	Rate (Rs.)	Date	Rate (Rs.)	Date
Apr-19	Not quoted	N.A	Not quoted	N.A
May-19	Not quoted	N.A	Not quoted	N.A
Jun-19	Not quoted	N.A	Not quoted	N.A
Jul-19	1.02	11-07-2019	0.84	30-07-2019
Aug-19	1.01	30-08-2019	0.80	02-08-2019
Sep-19	1.99	30-09-2019	1.01	06-09-2019
Oct-19	2.70	30-10-2019	1.93	04-10-2019
Nov-19	3.24	18-11-2019	2.65	01-11-2019
Dec-19	2.90	02-12-2019	2.09	31-12-2019
Jan-20	2.05	01-01-2020	1.57	31-01-2020
Feb-20	2.08	20-02-2020	1.54	05-02-2020
Mar-20	2.06	02-03-2020	1.44	31-03-2020

Pattern of Shareholding as on 31.03.2020

Description	No. of Shareholders	%	No. of Shares	%
Promoters	4	0.06	1249606	12.19
Resident Individuals	6409	98.25	8537321	83.28
Bodies Corporate	69	1.06	321815	3.14
Non-Resident Indians	34	0.52	138482	1.35
Clearing Members	5	0.08	3063	0.03
Financial Institution/Banks	1	0.01	13	0.00
Trust	1	0.01	500	0.00
TOTAL	6523	100	10250800	100

Distribution of Shareholding As on 31.03.2020

Range	No. of Shareholders	%	No. of Shares	%
Up TO 500	3941	60.42	1023477	9.98
501 TO 1000	1195	18.32	1078039	10.52
1001 TO 2000	639	9.80	1048501	10.23
2001 TO 3000	274	4.20	726744	7.09
3001 TO 4000	112	1.72	409237	3.99
4001 TO 5000	105	1.61	511695	4.99
5001 TO 10000	148	2.27	1142674	11.15
10001 & ABOVE	109	1.67	4310433	42.05
TOTAL	6523	100	10250800	100

Declaration on compliance with code of conduct

I declare that the company has received affirmation of compliance with the "Code of Business conduct for Directors and Senior Executives" laid down by the Board of Directors, from all the Directors and Senior Management personnel of the company, to whom the same is applicable, for the financial year ended 31st March, 2020.

Place : Hyderabad
Date : 31-07-2020

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

**ANNEXURE -D
SECRETARIAL AUDIT REPORT**

Secretarial Audit Report as per Section 204 of the Companies Act, 2013:
FOR THE FINANCIAL YEAR ENDED 31.03.2020

FORM NO. MR.3

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

To

The Members,

M/s. Hindustan Bio Sciences Limited
Hyderabad.

1. We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **M/s. Hindustan Bio Sciences Limited** CIN No. L26942TG1991PLC013564 (hereinafter called as "the Company") during the financial year from 1st April, 2019 to 31st March, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts or statutory compliances and expressing our opinion thereon.
2. The company is engaged in the trading of Pharmaceuticals.
3. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
4. WE have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Hindustan Bio Sciences Limited (hereinafter called as "the Company") for the financial year from 1st April 2019 and ended with 31st March, 2020 ("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 Inside 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.
- (j) Income Tax act, 1961

As the Company is not having sufficient no. of Workers or employees to attract other Industrial and Labour laws compliance was not verified.

- 5. We have also examined compliance of applicable clauses of :
 - a) the applicable Clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
 - b) the applicable Secretarial Standards
- 6. We further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. Mentioned above.
 - (i) SEBI (ICDR) Regulations, 2009 are not applicable, as there being no further issues of any securities.
 - (ii) SEBI (ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.
 - (iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as there being no debt securities, which are listed on any of the recognized stock exchange.
 - (iv) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being not instances of delisting of equity Shares except de-recognition of Delhi Stock Exchange by the SEBI.
 - (v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares
 - (vi) The Ministry of Corporate Affairs has notified applicable Secretarial Standards under the Companies Act 2013, therefore, the same was considered in the Audit.
- 7. We further report that:
 - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the compositions of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the act.
 - b. Adequate Notice is given to all the Directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
 - c. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
 - d. Majority decision is carried through and there were not instances of dissenting members in the Board of Directors.

- 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. We further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
9. We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to the above.

Place : Hyderabad
Date : 26-06-2020

VBSS Prasad
Company Secretary
M.No. : F4139
CP No. : 4605

Annexure to the Secretarial Audit Report

To
The Members,
M/s HINDUSTAN BIO SCIENCES LIMITED
Hyderabad - 500 016

Our 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. Our responsibility is to express an opinion on these Secretarial records, Standards and procedures followed by the Company with respect to secretarial compliance.
3. We believe that audit evidence and information obtained from the company's Management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we 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

Place : Hyderabad
Date : 26-06-2020

VBSS Prasad
Company Secretary
M.No. : F4139
CP No. : 4605

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

Pursuant to the provisions of SEBI (LODR) Regulations, 2015, it is hereby certified that for the financial year ended march 31, 2020:

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

Place : Hyderabad
Date : 31-07-2020

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

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**To The Members of Hindustan Bio Sciences Limited**

We, C.RAMACHANDRAM & CO., Chartered Accountants, the Statutory Auditors of Hindustan Bio Sciences Limited ("the company"), have examined the compliance of conditions of Corporate Governance by the Company for the year ended on March 31, 2020, 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 the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended (the 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, 2020.

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 C. RAMACHANDRAM & CO.
Chartered Accountants
Firm Reg. No. 002864S

(N MADHUSUDAN REDDY)
Partner
M. No. 241624
UDIN:20241624AAAAEC9695

Place : Hyderabad
Date : 30-06-2020

**Auditor's Certificate on compliance of conditions of Corporate Governance as per
SEBI (LODR) Regulations 2015.
INDEPENDENT AUDITORS' CERTIFICATE**

INDEPENDENT AUDITOR'S REPORT

To

The Members of Hindustan Bio Sciences Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of M/s. Hindustan Bio Sciences Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, 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 standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2020, 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 standalone 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 Standalone 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 standalone financial statements under the provisions of the Act and the Rules made there under, 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 standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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	Adoption of Ind AS 115 Revenue from Contracts with Customers. 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>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: ● We also verified transaction price charged by the company based on the terms of the contracts. ● We also verified recognition of revenue on timely basis and historic trend of collections from the customers.

Emphasis of matter

We draw your attention to note no.2.1 and 2.15 of the statement, dealing with uncertainties due to COVID-19' wherein the management's analysis and estimates were made on impact of COVID-19 on financial reporting, receivables, assets and future operations of the company. Out of the total revenue of Rs. 1,92,57,549 for the FY 2019-20, Rs. 1,10,60,110 were made to M/s Antler Life Sciences Private Limited, company in which one of the director is interested. Out of the above sales made to Antler Life Sciences private Limited an amount of Rs.12,80,250 was only recovered during the FY 2019-20 and the balance amount 97,79,860 is receivable as on March 31, 2020. The management estimates includes recoverability of above receivables in the FY 2020-21. The actual impact of the pandemic situation may differ from the estimates made by the management.

Our opinion is not modified in respect of this matter.

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 standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone 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 standalone 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 Standalone financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- a. Identify and assess the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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 standalone 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, 2016, ("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, 2020, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on March 31, 2020 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.

Place : Hyderabad
Date : 30-06-2020

For C. RAMACHANDRAM & CO.
Chartered Accountants
Firm Reg. No. 002864S

(N MADHUSUDAN REDDY)
Partner
M. No. 241624

Annexure -A to the Independent 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, 2020.

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) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The company has verified fixed assets at regular intervals. There were no material discrepancies noticed on such verification.
(c) According to information and explanation given to us, the company has no immovable property. Thus, paragraph 3 (i)(c) of the Order is not applicable to the company.
- ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii) The company has not granted any loan to a body corporate covered in the register maintained under Section 189 of the Act. Thus, paragraph 3(iii) of the Order is not applicable
- iv) In our opinion and according to the information and explanations given to us, 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) According to the information and explanations given to us and the records of the companies examined by us, in our opinion, 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, 2020 for the period of more than six months from the date they became payable.
(c) According to the information and explanations given to us and the records of the Company examined by us, 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) 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 (viii) of the Order is not applicable to the Company.
- ix) The company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the reporting period. The company has not availed any term loans during the financial year.
- x) To the best of our knowledge and according to the information and explanations given to us, 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.
- xi) According to information and explanation given to us, the company has provided managerial remuneration in accordance with Section 197 read with schedule V to the Companies Act, 2013
- 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 and according to information and explanations given to us, 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) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
 - xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
 - xvi) In our opinion, the company is not required to be registered under section 451A of Reserve Bank of India Act 1934. Thus, paragraph 3(xv) of the Order is not applicable to the company.

For C. RAMACHANDRAM & CO.
Chartered Accountants
Firm Reg. No. 002864S

Place : Hyderabad
Date : 30-06-2020

(N MADHUSUDAN REDDY)
Partner
M. No. 241624
UDIN:20241624AAAAEC9695

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, 2020 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.

Auditor's 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, 2020, 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 C. RAMACHANDRAM & CO.
Chartered Accountants
Firm Reg. No. 002864S

(N MADHUSUDAN REDDY)
Partner
M. No. 241624
UDIN:20241624AAAAEC9695

Place : Hyderabad
Date : 30-06-2020

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As on 31-03-2020 Rs.	As on 31-03-2019 Rs.
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	3	477,484	591,258
(b) Deferred Tax Asset	4	102,876	277,122
(c) Loans and Advances	5	35,374,592	35,389,412
Total Non - Current Assets		35,954,952	36,257,792
Current Assets			
(a) Inventory		3,400,610	1,137,677
(b) Trade Receivables	6	13,632,359	16,744,604
(c) Cash and cash Equivalents	7	1,966,888	1,833,653
(d) Loans and Advances	8	623,858	319,929
Total - Current Assets		19,623,714	20,035,863
Total Assets		55,578,666	56,293,655
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	102,508,000	102,508,000
(b) Other Equity	10	(80,063,554)	(80,872,280)
Total equity (1)		22,444,446	21,635,720
Liabilities			
Non Current Liabilities			
(a) Long Term Borrowings	11	16,660,532	24,743,439
Total - Non Current Liabilities		16,660,532	24,743,439
Current Liabilities			
(a) Short Term Borrowings	12	9,309,577	8,917,027
(b) Trade Payables	13	6,612,245	632,108
(c) Short Term Provisions	14	551,866	365,360
Total - Current Liabilities		16,473,689	9,914,495
Total Equity & Liabilities		55,578,666	56,293,655

"Corporate Information and"significant accounting policies" See accompanying notes to the financial statements.
As per our report of even date.

For **C. RAMACHANDRAM & CO**
Chartered Accountants
FRN: 0028645

For **HINDUSTAN BIO SCIENCES LIMITED**

(N MADHUSUDAN REDDY)
Partner
M. No. 241624

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

J.Uma
Director

T Kamala Kumar
Company Secretary
ACS 21967

G. Seshavataram
CFO

Place: Hyderabad
Date: 30-06-2020

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2020

Sr. No	Particulars	Notes	As on 31-3-2020 Rs.	As on 31-3-2019 Rs.
	Revenue			
I	Revenue from Operations	15	19,433,088	35,634,618
II	Other Income		-	5,577
III	Total Revenue		19,433,088	35,640,194
IV	Expenses			
	Purchases of Stock in Trade	16	15,269,429	29,212,626
	Changes in Stock in Trade	16A	(2,262,933)	(344,959)
	Employee Benefit Expenses	17	2,572,912	2,241,048
	Financial costs	18	81,836	103,433
	Depreciation and Amortization Expenses	19	113,774	107,425
	Other Administrative Expenses	20	2,438,157	3,034,316
	Selling Expenses	21	55,254	163,102
V	Total Expenses		18,268,430	34,516,991
VI	Profit/Loss before Exceptional and		1,164,658	1,123,203
VII	Exceptional items		-	-
VIII	Profit /Loss before tax		1,164,658	1,123,203
IX	Tax Expenses:			
	(a) Current Tax		181,687	-
	(b) Deferred Tax		174,246	23,524
X	Profit/(Loss) for the year		808,726	1,099,679
	Profit/(Loss) for the period from continuing operations			
XI	Profit/Loss from Discontinuing Operations		-	-
XII	Tax Expenses of discontinuing operations		-	-
XIII	Profit/Loss from Discontinuing Operations after Tax		-	-
XIV	Profit/(Loss) for the period		808,726	1,099,679
XV	Other Comprehensive Income (Net)			
A	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVI	Total Comprehensive Income (Comprising Profit & Loss and other comprehensive Income)		808,726	1,099,679
XVII	Earning per Equity Share			
	(1) Basic		0.08	0.11
	(2) Diluted		0.08	0.11

Corporate Information and significant accounting policies. See accompanying notes to the financial statements.
As per our report of even date

For **C. RAMACHANDRAM & CO**

Chartered Accountants

FRN: 002864S

(N MADHUSUDAN REDDY)

Partner

M. No. 241624

Place: Hyderabad

Date : 30-06-2020

For **HINDUSTAN BIO SCIENCES LIMITED**

J.V.R.Mohan Raju

Chairman & Managing Director

T Kamala Kumar

Company Secretary

ACS 21967

J.Uma

Director

G. Seshavataram

CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	31st March 2020 Rs.	31st March 2019 Rs.
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax	1,164,658	1,123,203
Adjustments for:		
Depreciation	113,774	107,425
Profit on sale of Asset	-	(7,154)
Interest & Finance Charges	-	13,853
Operating Profit before Working Capital Changes	1,278,432	1,237,327
Movements in Working Capital		
Increase/(Decrease) in Trade Payables	5,980,137	(22,285)
Decrease/(Increase) in Short Term Provisions	186,507	154,241
Increase/(Decrease) in Other Current Liabilities	392,550	2,950,466
Increase/(Decrease) in Trade Receivables	3,112,245	(13,567,746)
Increase/(Decrease) in Inventories	(2,262,933)	(344,959)
Decrease/(Increase) in Long Term Loans & Advances	14,819	(3,442,513)
Decrease/(Increase) in Short Term Loans & Advances	(303,929)	(190,812)
Cash generated from operations	8,397,828	(13,226,281)
Less: Income Tax paid	181,687	-
Net Cash flow from Operating activities	8,216,141	(13,226,281)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	(121,646)
Sale of Assets	-	14,000
Net Cash used in Investing activities	-	(107,646)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	(8,082,907)	15,001,408
Interest paid	-	(13,853)
Net Cash used in financing activities	(8,082,907)	14,987,555
Net increase in cash & Cash Equivalents	133,234	1,653,628
Cash and Cash equivalents at the beginning of the year	1,833,653	180,025
Cash and Cash equivalents at the end of the year	1,966,888	1,833,653
The accompanying notes are an integral part of the financial statements		
As per our report of even date		
For C. RAMACHANDRAM & CO	For HINDUSTAN BIO SCIENCES LIMITED	
Chartered Accountants		
FRN: 002864S		
(N MADHUSUDAN REDDY)	J.V.R.Mohan Raju	J.Uma
Partner	Chairman & Managing Director	Director
M. No. 241624		
	T Kamala Kumar	G. Seshavataram
	Company Secretary	CFO
Place: Hyderabad	ACS 21967	
Date: 30-06-2020		

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 trading 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.

Out of the total revenue of Rs. 1,92,57,549 for the FY 2019-20, Rs. 1,10,60,110 were made to M/s Antler Life Sciences Private Limited, company in which one of the director is interested. Out of the above sales made to Antler Life Sciences private Limited an amount of Rs.12,80,250 was only recovered during the FY 2019-20 and the balance amount 97,79,860 is receivable as on March 31, 2020.

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.

2.3 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.

2.4 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.

2.5 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.

2.6 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

2.7 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.

2.8 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.

2.9 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.

2.10 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.

2.11 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.

2.12 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.

2.13 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.

2.14 Critical accounting judgments 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 judgments, 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 judgments 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.

2.15 Estimation of uncertainties relating to the impact COVID-19 pandemic.

The spread of COVID 19 pandemic across the globe and the consequent remedial measures against the virus taken by the governments of various countries and the Indian Government are having impact on the operations of the various economies, all of which has led to substantial contraction of demand.

In view of the above pandemic, its impact on the company's operations has been considered and a sensitivity analysis based on current estimates in assessing the recoverability of receivables also has been performed. However, the actual impact of COVID-19 on the financial statements may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.

Notes to the financial statements for the year ended March 31, 2020
Notes: 3 Property, Plant and Equipment

S. No.	Particulars	Gross Block			Depreciation			Net Block			
		Value at the beginning	Additions during the period	Deductions during the period	Value at the end	Value at the beginning	Additions during the period	Deductions during the period	Value at the end	W.D.V. as on 31.03.2020	W.D.V. as on 31.03.2019
	Tangible Assets										
1	Computers	230,899	-	-	230,899	191,205	18,293	-	209,498	21,401	39,694
2	Furnitures & Fixtures	510,905	-	-	510,905	485,360	-	-	485,360	25,545	25,545
3	Office Equipment	423,809	-	-	423,809	398,745	1,520	-	400,265	23,544	25,064
4	Vehicles	2,731,392	-	-	2,731,392	2,473,926	51,152	-	2,525,078	206,314	257,466
5	Air Conditioner	250,652	-	-	250,652	191,633	10,878	-	202,511	48,141	59,019
6	Refrigerator	112,369	-	-	112,369	82,449	2,496	-	84,945	27,424	29,920
7	Net Workings(Lan)	45,614	-	-	45,614	43,333	-	-	43,333	2,281	2,281
8	Electrical Installation	115,425	-	-	115,425	57,582	13,591	-	71,173	44,252	57,843
9	Television	115,300	-	-	115,300	92,528	8,503	-	101,031	14,269	22,772
10	Website	40,000	-	-	40,000	40,000	-	-	40,000	-	-
11	Epbx	42,800	-	-	42,800	40,660	-	-	40,660	2,140	2,140
12	Walk In Cooler	213,000	-	-	213,000	172,987	7,341	-	180,328	32,672	40,013
13	Fitness Equipment	590,000	-	-	590,000	560,500	-	-	560,500	29,500	29,500
	Total	5,422,166	-	-	5,422,166	4,830,908	113,774	-	4,944,682	477,484	591,258
	Previous Year	5,351,613	121,646	51,094	5,422,166	4,767,731	107,425	44,248	4,830,908	591,258	583,882

Notes to the financial statements for the year ended March 31, 2020
Notes : 4 Deferred Tax Asset

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Timing Difference of Depreciation on Assets		
	Opening Balance	277,122	300,646
	Add: Additions during the year	(174,246)	(23,524)
	Total	102,876	277,122

Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting

Notes : 5 Loans and Advances

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
I)	Capital Assets		
	a) Secured, Considered Good:		
	b) Unsecured, Considered Good:		
	c) Doubtful		
II)	Security Deposit		
	a) Secured, Considered Good:		
	Earnest Money Deposit		
	Other Deposit	74,543	61,450
	b) Unsecured, Considered Good:		
	c) Doubtful		
III)	Loans & Advances to Related Parties		
	Unsecured, Considered good	-	-
IV)	Advances Recoverable in cash or kind		
	Unsecured, Considered good	-	-
V)	Other Loans & Advances	35,300,049	35,327,962
	Total	35,374,592	35,389,412

5(v) The other Loans and advances relates to the amount paid during the tenure of previous management, which are subject to confirmation.

Notes to the financial statements for the year ended March 31, 2020
Notes : 6 Trade Receivables

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Outstanding for more than six months		
	a) Secured, Considered Good:	-	-
	b) Unsecured, Considered Good:	-	-
	c) Doubtful	-	-
2	Others		
	a) Secured, Considered Good:	13,994,232	16,744,604
	b) Unsecured, Considered Good:	-	-
	c) Doubtful	-	-
	Less: Expected Credit Loss	361,873	-
	Total	13,632,359	16,744,604

Notes : 7 Cash and Cash Equivalent

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Cash-in-Hand		
	Cash Balance	83,629	56,906
	Sub Total (A)	83,629	56,906
2	Bank Balance		
	with Axis Bank	1,856,309	1,749,798
	with HDFC Bank	26,949	26,949
	Sub Total (B)	1,883,258	1,776,747
3	Cheques on Hand (c)	--	--
	Total (A+B+C)	1,966,888	1,833,653

Notes : 8 Loans and Advances

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Loans & Advances to Related Parties		
	a) Secured, Considered Good:	-	-
	b) Unsecured, Considered Good:	-	-
	c) Doubtful	-	-
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good	38,000	-
	GST	585,858	319,929
	Total	623,858	319,929

Notes to the financial statements for the year ended March 31, 2020
Notes : 9 Equity Share Capital

Sr. No.	Particulars	31-Mar-2020 Rs.	31-Mar-2019 Rs.
1.	AUTHORIZED CAPITAL (1,10,00,000 Equity Shares of Rs. 10/- each)	110,000,000	110,000,000
		110,000,000	110,000,000
2.	ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL 10250800 Equity shares of Rs. 10/- each)	102,508,000	102,508,000
	Total	102,508,000	102,508,000

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

	As at 31st March 2020		As at 31st March 2019	
	No. of shares	Amount Rs.	No. of shares	Amount Rs.
At the beginning of the period	10250800	102508000	10250800	102508000
Issued during the year	----	-----	-----	-----
Outstanding at the end of the period	10250800	102508000	10250800	102508000

A. Terms \Rights attached to Equity Shares

A holder of equity share is entitled to one vote per share. The Company declares and pay dividend in Indian rupees. The dividend proposed by the Board of director is subject to the approval of the shareholder in ensuing Annual General meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Sl.No.	Particulars	No. of shares	% of share holding
1.	JVR Mohan Raju	962,091	9.39

Notes to the financial statements for the year ended March 31, 2020
Notes : 10 Other equity

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1.	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	(80,872,280)	(81,971,959)
	Add: Loss for the period	808,726	1,099,679
	Total other equity	(80,063,554)	(80,872,280)

Notes : 11 Long Term Borrowings

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Nipuna Shelters Pvt. Ltd.,	5,187,753	5,207,753
2	Super Solutions India Pvt. Ltd.,	9,372,779	17,435,686
3	J.Uma	1,000,000	1,000,000
4	HES Infra Pvt. Ltd.,	1,100,000	1,100,000
	Total	16,660,532	24,743,439

Notes : 12 Shorts Term Borrowings

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	J.V.R.Mohan Raju	9,309,577	8,917,027
	Total	9,309,577	8,917,027

Notes : 13 Trade Payables

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Dues of creditors other than micro enterprises and small enterprises	6,597,177	617,040
2	Dues of micro enterprises and small enterprise	15,068	15,068
	Total	6,612,245	632,108

Notes : 14 Short Term Provisions

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Salaries Payable	152,300	137,200
2	Rent Payable	29,660	58,872
3	Professional Tax Payable	1,000	1,000
4	TDS Payable	10,820	11,088
5	Audit Fee Payable	172,800	99,000
6	Professional charges Payable	3,600	3,600
7	TDS on Salaries	-	54,600
8	Income tax payable	181,687	-
	Total	551,866	365,360

Notes to the financial statements for the year ended March 31, 2020
Notes : 15 Revenue from Operations

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Sales - Erythroprieten	12,777,890	6,201,400
	Sales - 2',3'-Di-o-Acetyl-5'-Fuluro-D-Cytidine	-	1,248,600
	Sales- Export	5,048,819	5,594,508
	Sales- Domestic	1,430,841	22,401,927
2	Freight charges Received (Export)	159,214	169,597
3	Insurance charges Received (Export)	7,758	11,433
4	Profit on Sale of Assets	-	7,154
5	Foreign exchange gain	8,567	-
	Total	19,433,088	35,634,618

Notes: 16 Purchases of Stock in Trade

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Purchases	15,269,429	29,212,626
	Total Purchases of Stock in Trade	15,269,429	29,212,626
	Purchases of Stock in Trade		
	Imports:		
	Material -Erythroprieten	10,228,965	1,955,530
	Material- 2',3'-Di-o-Acetyl-5'-Fuluro-D-Cytidine	-	1,079,200
	Customs Duty	1,125,186	304,142
	Carriage Inwards	24,550	7,650
	Handling & Demurrage	83,166	15,335
	Service charges	12,600	11,283
		11,474,468	3,373,141
	Exports:		
	Material -CIPROCIDAL & CLOZE(Export)	3,448,800	3,864,000
	Bill of lading & other exp. - Export	88,812	102,094
	Carriage Inwards	18,400	-
		3,556,012	3,966,094
	Domestic:		
	Materials	237,500	21,873,392
	Carriage Inwards	1,450	-
		238,950	21,873,392
	Total	15,269,429	29,212,626
	16A - Changes in Stock in Trade		
	Opening Stock	1,137,677	792,718
	Less: Closing Stock	3,400,610	1,137,677
	Changes in Stock in Trade	(2,262,933)	(344,959)

Notes to the financial statements for the year ended March 31, 2020
Notes : 17 Employee Benefit Expenses

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Salaries, Bonus, PF & ESIC	1,818,613	1,538,567
2	Directors Remuneration	600,000	600,000
3	Staff Welfare	154,299	102,481
	Total	2,572,912	2,241,048

Notes : 18 Financial Cost

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Bank Charges	81,836	89,580
2	Interest	-	13,853
	Total	81,836	103,433

Notes : 19 Depreciation & Amortization Expenses

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Depreciation	113,774	107,425
	Total	113,774	107,425

Notes : 20 Other Administrative Expenses

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Audit Fee	60,000	55,000
2	Office Maintenance	165,575	71,472
3	Printing & Stationery	68,533	67,840
4	Rent Rates & Taxes	878,837	966,745
5	Telephone ,Postage & Telegrams	105,494	126,811
6	General Expenses	18,839	12,740
7	Directors Sitting Fee	40,000	40,000
8	Repairs & Maintenance	256,160	29,500
9	Vehicle Maintenance	108,405	218,694
10	Professional Charges	140,116	118,750
11	Bad Debts Written Off	-	39,724
12	Travelling & Conveyance	67,043	1,043,369
13	Advertisement	44,000	44,000
14	Electricity Charges	95,997	82,721
15	Difference in Foreign Currency Rates	-	16,275
16	Business promotion	19,485	82,876
17	Subscription	7,800	17,800
18	Expected Credit Loss	361,873	-
	Total	2,438,157	3,034,316

Notes to the financial statements for the year ended March 31, 2020
Notes : 21 Selling Expenses

Sr. No.	Particulars	As at 31-Mar-2020 Rs.	As at 31-Mar-2019 Rs.
1	Carriage Outwards	55,254	163,102
	Total	55254	163,102

22. Related party transactions:

a. List of Related Parties

Key Management Personnel	Designation
J.V.R Mohan Raju	Managing Director
J. Uma	Director
J. Varun Varma	Executive Director
G. Seshavataram	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
- Antler Life Sciences Private Limited
- VRJV Technologies Private Limited
- Monksays Superfoods Private Limited

Details of transactions with the related parties during the year:

Particulars	31st March 2020	31st March 2019
I. Transactions with KMP		
Managerial Remuneration	6,00,000	6,00,000
II. Transaction with Parties having significant influence		
Sales	1,10,60,110	-
Advances taken	83,96,018	2,14,88,068
Advances Given	1,60,86,375	46,36,196

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

Particulars	Name of the Entity/Person	31st March 2020	31st March 2019
Sales	Antler Life Sciences Private Limited	97,79,860	-
Loans & Advances taken	Super Solutions (India) Private Limited	93,72,779	1,74,35,686
Loans & Advances taken	J V R Mohan Raju	93,09,577	89,17,027
Loans & Advances taken	Nipuna Shelters Pvt., Ltd.,	51,87,753	52,07,753
Loans & Advances taken	J Uma	10,00,000	10,00,000

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	31st March 2020	31st March 2019
Profit after tax attributable to shareholders	8,08,726	10,99,679
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	0.08	0.11

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	Geographic Segments	2019-20	2018-19
1	Exports	50,48,819	55,94,508
2	Domestic	1,42,08,731	2,98,51,926
	Total	1,92,57,549	3,54,46,435

27. Based on the information available with the Company, Rs. 15,068 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, 2020.

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

29. Figures of previous year have been regrouped / reclassified wherever necessary to conform to the current year's presentation / classification.

As per our report of even date

For **C. RAMACHANDRAM & CO**

Chartered Accountants
FRN: 002864S

(N MADHUSUDAN REDDY)

Partner

M. No. 241624

For **HINDUSTAN BIO SCIENCES LIMITED**

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

J.Uma
Director

T Kamala Kumar
Company Secretary
ACS 21967

G. Seshavataram
CFO

Place: Hyderabad
Date: 30-06-2020

ATTENDANCE SLIP

 Name of the Company : **HINDUSTAN BIO SCIENCES LIMITED**
CIN: L26942TG1991PLC013564

Registered office: H.No.8-2-269/S, Plot No.31, Sagar Co-Operative Housing Society, Road No.2, BanjaraHills, Hyderabad - 500 034

28th Annual General Meeting, Wednesday, 30th September, 2020 at 10.00AM.

Regd. Folio No. /DP ID_____ Client ID/Ben. A/C_____ No. of shares held_____

 I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 28th Annual General Meeting of the Company on **Wednesday, 30th September, 2020 at 10.00AM.**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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]*

 Name of the Company : **HINDUSTAN BIO SCIENCES LIMITED**
CIN: L26942TG1991PLC013564

Registered office: H.No.8-2-269/S, Plot No.31, Sagar Co-Operative Housing Society, Road No.2, BanjaraHills, Hyderabad - 500 034

Name of the Member	Email ID
Registered Address	Folio No./Client ID
No.of shares held	DP ID

I/ We being the member of, holding shares, hereby appoint

1. Name :

Address:

E-mail Id:

Signature:

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 28th Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2020 at registered office of the Company at 10.00AM, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1	Adoption of Audited Annual Accounts for the Financial year 2019-20		
2	Re appointment of Sri.J Varun varma Director retiring by rotation		
3	Reduction of Share Capital		

Signed this day of..... 2020

Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

**BOOK POST
PRINTED MATTER**

If undelivered please return to :

HINDUSTAN BIO SCIENCES LIMITED

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