

# HEMO ORGANIC LIMITED

CIN: - L24231GJ1992PLC018224

Address: - 8-A, Gulnar, Chinar - Gulnar Appt. V V Nagar Road Anand -388001

Email ID: -drdineshpatel@rediffmail.com, Website: - www.hemoorganic.com

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Date: September 08, 2023

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sir / Madam,

**Sub: Submission of Annual Report for F.Y. 2022-23.**

**Ref: Hemo Organic Limited (Security ID: HEMORGANIC, Security Code: 524590)**

With reference to captioned subject and pursuant to Regulation 34 of SEBI (LODR) Regulation, 2015, we hereby submit the Stock Exchange Annual Report of the Company for the financial year 2022-23.

Kindly disseminate the same on your website and oblige us.

Kindly take the same on your record and oblige us.

Thanking You,

For, **Hemo Organic Limited**



**Dr. Dinesh Patel**

**Chairman and Managing Director**

**DIN: 00481641**

**HEMO ORGANIC LIMITED**  
**(CIN: L24231GJ1992PLC018224)**

**31<sup>st</sup> ANNUAL REPORT**  
**F.Y. 2022 - 2023**

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## CORPORATE INFORMATION

**Board of Directors**

Dr. Dineshbhai Patel	Chairman and Managing Director
Mrs. Sonalben Patel	Executive Director
Mrs. Siyona Jhanwar	Non-Executive Director
Mr. Manish Kanaiyalal Patel	Non-Executive Director
Mr. Kanubhai Naranbhai Patel	Non-Executive Director
Mr. Baldevbhai Nagarbhai Patel	Independent Director
Mr. Suresh Ravjibhai Patel	Independent Director

**Key Managerial Personnel**

Mr. Mrugesh Patel	Chief Financial Officer
Mrs. Nishita Mayank Sanghvi	Company Secretary and Compliance officer

**Registered Office**

8-A, Gulnar, Chinar-Gulnar Appt., V V Nagar Road, Anand - 388 001  
**Phone:** +91 2692 248535  
**E-mail:** drdineshpatel@rediffmail.com  
**Website:** www.hemoorganic.com

**Registrar and Share Transfer Agents**

**MCS Share Transfer Agent Limited**  
 10, Aaram Apartment, 12, Sampatrao Coony, B/h. Laxmi Hall, Alkapuri, Vadodra - 390 007.  
**Phone:** +91 265 2314757 / 2350490  
**E-mail:** mcsltdbaroda@gmail.com

**Statutory Auditors**

**M/s. M A A K & Associates,**  
 Chartered Accountants  
 5, 1<sup>st</sup> Floor, Devashish Complex, Nr. Bavarchi Rest, Off. C.G. Road, Ahmedabad - 380 006

**Secretarial Auditors**

**CS Anand Lavingia**  
 Practicing Company Secretary  
 415-416, 4th Floor, Pushpam Complex, Opp. Seema Hall, Anandnagar Road, Satellite - 380015, Ahmedabad, Gujarat, India

**Audit Committee**

Mr. Suresh Ravjibhai Patel	Chairperson
Mr. Baldevbhai Nagarbhai Patel	Member
Dr. Dineshbhai Patel	Member

**Stakeholders Grievance and Redressal Committee**

Mr. Suresh Ravjibhai Patel	Chairperson
Mr. Baldevbhai Nagarbhai Patel	Member
Mr. Manish Kanaiyalal Patel	Member

**Nomination and Remuneration Committee**

Mr. Suresh Ravjibhai Patel	Chairperson
Mr. Baldevbhai Nagarbhai Patel	Member
Mr. Manish Kanaiyalal Patel	Member

## NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-First (31<sup>st</sup>) Annual General Meeting (AGM) of the Members of Hemo Organic Limited will be held on Saturday, September 30, 2023 at 03:00 P.M. IST **through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

### ORDINARY BUSINESSSES:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ORDINARY RESOLUTION.

**"RESOLVED** THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a Director in place of Ms. Sonalben Patel (DIN:02848171) who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors and non-executive directors are subject to retirement by rotation. Ms. Sonalben Patel (DIN 02848171), who was appointed as Executive Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Ms. Sonalben Patel (DIN 02848171) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the re-appointment of Ms. Sonalben Patel (DIN 02848171) as such, to the extent that he is required to retire **by rotation."**

Registered office:  
8-A, Gulnar, Chinar-Gulnar Appartment, V V  
Nagar Road, Anand - 388 001, Gujarat,

By order of the Board of DirectorsFor,  
HEMO ORGANIC LIMITED CIN:  
L24231GJ1992PLC018224

Place: Anand  
Date: September 08 2023

Dr. Dinesh Patel  
Chairman and Managing Director  
DIN: 00481641

### IMPORTANT NOTES

1. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (the "MCA Circulars") and all other relevant circulars issued from time to time, **physical attendance of the Members to the Annual General Meeting ("AGM") venue is not required and AGM 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. The deemed venue of the meeting shall be the registered office of the Company  
The detailed procedure for participation in the meeting through VC/OAVM is as per note given at the end of Notice and **available at the Company's website [www. hemoorganic.com](http://www.hemoorganic.com).**
2. Information regarding appointment/re-appointment of Director(s) pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with copies marked to the Company at [drdineshpatel@rediffmail.com](mailto:drdineshpatel@rediffmail.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.hemoorganic.com](http://www.hemoorganic.com) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice can also be accessed from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [drdineshpatel@rediffmail.com](mailto:drdineshpatel@rediffmail.com).

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- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) by email to drdineshpatel@rediffmail.com.
  - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - (a) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in **respect of physical holdings with the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited ("MSTPL"), having its office at 10, Aaram Apartment, 12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri, Vadodra - 390 007** by following the due procedure.
  - (b) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses **validated with their depository participants / the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited ("MSTPL")** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at drdineshpatel@rediffmail.com on or before September 20, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. **The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.**
11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
12. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of Thirty First AGM and same will be re-opened from Saturday, October 01, 2022 onwards.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the **Company or Company's Registrars and Transfer Agents, MSTPL** for assistance in this regard.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MSTPL in case the shares are held in physical form.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to MCS Share Transfer Agent Limited in case the shares are held in physical form.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MCS Share Transfer Agent Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., **e-mail id and such other information to the Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited.** Members are further requested to update their current signature in MCS Share Transfer Agent Limited.
20. **The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.** Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
21. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and MCS Share Transfer Agent Limited system to enable us to send you the communications via email.
22. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
  - i. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13,

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2020, May 5, 2020, and SEBI Circular dated May 12, 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 NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

- ii. The Register of Members and Share Transfer Books of the Company will remain close from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 23, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 23, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Wednesday, September 27, 2023 and will end on 5:00 P.M. on Friday, September 29, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 23, 2023.
- vii. The Company has appointed CS Anand Sureshbhai Lavingia, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

### INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on Wednesday, September 27, 2023 and will end on 5:00 P.M. on Friday, September 29, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1. Access to NSDL e-Voting system.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easy / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to easy / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?**
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2. Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandavingia@gmail.com](mailto:csanandavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

## HEMO ORGANIC LIMITED

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In **such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option** available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be 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 in the AGM.
- Members 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.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of **“VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link** placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com). The same will be replied by the company suitably.

### CONTACT DETAILS

Company	HEMO ORGANIC LIMITED Registered Office: 8-A, Gulnar, Chinar-Gulnar Apartment, V V Nagar Road, Anand - 388 001 Tel No. +91 2692 248 535; Email: <a href="mailto:drdineshpatel@rediffmail.com">drdineshpatel@rediffmail.com</a> ; Web: <a href="http://www.hemoorganic.com">www.hemoorganic.com</a>
Registrar and Transfer Agent	MCS SHARE TRANSFER AGENT LIMITED 10, Aaram Apartment, 12, Sampatrao Colony, B/h Laxmi Hall, Alkapuri, Vadodra - 390 007. Tel No.: 0265 2314757/2350490; Email: <a href="mailto:mcsltdbaroda@gmail.com">mcsltdbaroda@gmail.com</a>
e-Voting Agency & VC / OAVM	Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> NSDL help desk: +91 - 22 - 4886 7000 and +91 - 22 - 2499 7000
Scrutinizer	Mr. Anand S Lavingia Email: <a href="mailto:csanandlavingia@gmail.com">csanandlavingia@gmail.com</a> ; Tel No.: +91 79 - 4005 1702

# HEMO ORGANIC LIMITED

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)

Name	Ms. Sonalben Patel
Date of Birth	March 19, 1966
Qualification	Graduate.
Experience - Expertise in specific functional areas - Job profile and suitability	She has around 20 years of experience of General administration.
No. of Shares held	47,000 Equity Shares
Terms & Conditions	As per existing Terms
Remuneration paid in FY 2022-23	NA
Remuneration sought to be paid	As per existing Terms
Number of Board Meetings attended during the FY 2022-23	10 out of 10
Date of Original Appointment	July 1, 1994
Date of Appointment in current terms	August 11, 2021
Directorships held in other public companies	Nil
Names of listed entities from which the person has resigned in the past three years	Not Applicable
Memberships / Chairpersonships of committees of public companies*	Membership - 1 Committee
Inter-se Relationship with other Directors.	Mrs. Sonalben Patel is spouse of Dr. Dineshbhai Patel

\*Includes only Audit Committee and Stakeholders' Relationship Committee.

# DIRECTOR'S REPORT

Your Directors take pleasure in presenting their report on the business and operations of your Company along with Audited Financial Statements for the year ended on March 31, 2023.

FINANCIAL PERFORMANCE		(₹ in Thousands)	
Particulars	F.Y. 2022-23	F.Y. 2021-22	
Revenue from Operations	47.70	68.30	
Other Income	-	-	
<b>Total Income</b>	<b>47.70</b>	<b>68.30</b>	
Operating Expenditure before Finance Cost, Depreciation and Amortization	594.44	690.94	
<b>Earnings before Finance Cost, Depreciation and Amortization</b>	<b>(594.44)</b>	<b>(622.64)</b>	
Less: Finance Cost	-	1.04	
Depreciation and Amortization Expenses	-	-	
<b>Profit/(Loss) before Tax</b>	<b>(546.74)</b>	<b>(623.68)</b>	
Less: Tax Expense	-	-	
<b>Profit/(Loss) after Tax (PAT)</b>	<b>(546.74)</b>	<b>(623.68)</b>	

## Review of Performance

In the financial year 2022-23, the Company has earned ₹ 47.70 Thousands from revenue from operations compared to ₹ 68.30 Thousands for the financial year 2021-22. Due to increase in Legal and professional expenses, the Company has incurred Loss after tax of ₹ 546.74 Thousands during the financial year 2022-23 as compared to loss after tax of ₹ 623.68 Thousands in the financial year 2021-22.

## Dividend & Reserves

In view of the loss made during the year, your Directors regret to recommend any dividend for the year 2022-23 (previous year Nil).

During the year, the Company has not apportioned any amount to other reserve. The loss incurred during the year has been carried to the Balance Sheet.

## Change in Nature of Business

During the year under review, there is no change in the Nature of business activities carried out by the Company.

## Changes to Share Capital

At present the Authorized Share Capital of the Company stands at ₹ 35,000.00 Thousands divided into 3500000 Equity Shares of ₹ 10 each and the Paid-up Share Capital stands at ₹ 34,659.00 Thousands divided into 3465900 Equity Shares of ₹ 10 each. There has been no change in the share capital during the period ended March 31, 2023.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Constitution of Board

As on date of this report, the Board of the Company comprises of Seven Directors out of which two is Promoter Executive Director, Three are Non-Promoter Non-Executive Director and rest of the Directors are Non-Promoter Non-Executive Independent Directors. As on the date of this report, the Board comprises following Directors.

Name of Director	Category Cum Designation	Date of Appointment at current term	Total Directorship	No. of Committee <sup>^</sup>		No. of Shares held as on March 31, 2023
				in which Director is Member	in which Director is Chairman	
Dr. Dineshbhai Patel	Chairman and Managing Director (Promoter)	August 28, 1992	1	1	0	536940 Equity Shares
Mrs. Sonalben Patel	Executive Director (Promoter)	July 1, 1994	1	0	0	47,000 Equity Shares
Ms. Siyona Jhanwar	Non-Executive Director	October 5, 2020	4	2	0	-
Mr. Krushnakant Patel**	Independent Director	September 30, 2006	1	3	3	-
Mr. Sanjeev Lodha##	Independent Director	October 5, 2020	1	3	0	-

## HEMO ORGANIC LIMITED

Mr. Manish Kanaiyalal Patel	Non-Executive Director	August 29, 2022	1	0	0	-
Mr. Baldevbhai Nagarbhai Patel	Independent Director	August 30, 2022	1	3	3	-
Mr. Kanubhai Naranbhai Patel	Non-Executive Director	August 30, 2022	1	0	0	-
Mr. Sureshkumar Ravjibhai Patel	Independent Director	August 30, 2022	1	3	0	-

^Committee includes Audit Committee and Stakeholders Relationship Committee across all Public Companies.

\*\* up to August 29, 2022

## up to August 2, 2022

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Companies. None of the Director of the Company is holding position as Independent Director in more than 7 Listed Companies. Further, none of the Directors of the Company is disqualified for being appointed as a Director pursuant to Section 164 (2) of the Companies Act, 2013.

### Board Meeting

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened to discuss and decide on various business policies, strategies and other businesses. During the year under review, Board of Directors of the Company met 10 (Ten) times viz; May 4, 2022; May 24, 2022; July 15, 2022; July 27, 2022; August 9, 2022; August 23, 2022; August 29, 2022; September 9, 2022; November 14, 2022 and February 6, 2023.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Name of Director	Dr. Dineshbhai Patel	Mrs. Sonalben Patel	Ms. Siyona Jhanwar	Mr. Krushnakant Patel**	Mr. Sanjeev Lodha##	Mr. Manish Kanaiyalal Patel	Mr. Baldevbhai Nagarbhai Patel	Mr. Kanubhai Naranbhai Patel	Mr. Sureshkumar Ravjibhai Patel
Number of Board Meeting held	10	10	10	10	10	10	10	10	10
Number of Board Meetings Eligible to attend	10	10	10	6	4	3	3	3	3
Number of Board Meeting attended	10	10	10	6	4	3	3	3	3
Presence at the previous AGM	Yes	Yes	Yes	No	No	Yes	Yes	Yes	Yes

\*\* up to August 29, 2022

## up to August 2, 2022

### Changes in Directors

During the Financial year 2022-23, Mr. Krushnakant Patel (Independent Director) and Mr. Sanjeev Lodha (Independent Director) have resigned from the board on August 29, 2022 and August 2, 2022 respectively.

During the Financial year 2022-23, Mr. Manish Kanaiyalal Patel (Non-Executive Director), Mr. Baldevbhai Nagarbhai Patel (Independent Director), Mr. Kanubhai Naranbhai Patel (Non-Executive Director) and Mr. Sureshkumar Ravjibhai Patel (Independent Director) were appointed from August 29, 2022, August 30, 2022, August 30, 2022 and August 30, 2022 respectively.

However, the appointment of Mr. Manish Kanaiyalal Patel (Non-Executive Director), Mr. Baldevbhai Nagarbhai Patel (Independent Director), Mr. Kanubhai Naranbhai Patel (Non-Executive Director) and Mr. Sureshkumar Ravjibhai Patel (Independent Director) were regularized in previous Annual General Meeting.

## HEMO ORGANIC LIMITED

### Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company had two Non-Promoter Non-Executive Independent Directors in line with the Companies Act, 2013.

A separate meeting of Independent Directors was held on February 6, 2023 to review the performance of Non-Independent Directors, Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at <http://hemoorganic.com/>.

The Company had received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

### Details of Key Managerial Personnel

In accordance with Section 203 of the Companies Act, 2013, during the Financial Year 2022-23, the Company had Mr. Dineshbhai Patel as Chairman & Managing Director of the Company.

During the Financial year 2022-23, Mrs. Nishita Mayank Sanghvi has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. September 10, 2022.

During the Financial year 2022-23, Mr. Mrugesh Kanubhai Patel has appointed for the post of Chief Financial Officer of the Company w.e.f. August 29, 2022.

At present, Mr. Dineshbhai Patel is acting as Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act, 2013. The Company is finding suitable candidate for the post of Company Secretary of the Company.

### Performance Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the performance of chairman was also evaluated on the key aspects of his role.
- Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### Directors Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) 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;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### COMMITTEES OF BOARD

Your Company has constituted several Committees in compliance with the requirements of the relevant provisions of applicable laws and statutes, details of which are given hereunder.

## HEMO ORGANIC LIMITED

### 1. Audit Committee

Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/yearly financial results and the gap between two meetings did not exceed one hundred and twenty days. The Audit Committee met Four (4) times during the financial year 2022-23 viz; May 24, 2022; August 9, 2022; November 14, 2022 and February 6, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Krushnakant Patel**	Independent Director	Chairperson	4	2	2
Mr. Dineshbhai Patel	Executive Director	Member	4	4	4
Mr. Sanjeev Lodha##	Independent Director	Member	4	1	1
Ms. Jhanwar^^	Non-Executive Director	Member	4	1	1
Mr. Baldevbhai Nagarbhai Patel^	Independent Director	Chairperson	4	2	2
Mr. Sureshkumar Ravjibhai Patel^	Independent Director	Member	4	2	2

\*\* up to August 29, 2022

## up to August 2, 2022

^ w.e.f. August 30, 2022

^^ w.e.f August 2, 2022 and up to August 30, 2022

The Company Secretary of the Company was acting as Secretary to the Audit Committee.

Mr. Sureshkumar Ravjibhai Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 24, 2022 and he was appointed as New Chairperson of Audit Committee w.e.f August 30, 2022 as Mr. Krushnakant Patel has resigned on August 29, 2022.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors. Further, the terms of reference, roles and powers of the Audit Committee is as per Section 177 of the Companies Act, 2013 (as amended).

### Vigil Mechanism

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at <http://hemoorganic.com/>.

### 2. Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

During the year under review, the Nomination and Remuneration Committee met Two (2) times viz; May 4, 2022 and August 29, 2022.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Krushnakant Patel**	Independent Director	Chairperson	2	1	1
Mr. Sanjeev Lodha##	Independent Director	Member	2	1	1

## HEMO ORGANIC LIMITED

Mrs. Siyona Jhanwar <sup>^^</sup>	Non-Executive Director	Member	2	2	2
Mr. Baldevbhai Nagarbhai Patel <sup>^</sup>	Independent Director	Member	2	0	0
Mr. Dineshbhai Patel <sup>§</sup>	Executive Director	Member	2	1	1
Mrs. Sonalben Patel <sup>§</sup>	Executive Director	Member	2	1	1
Mr. Sureshkumar Ravjibhai Patel <sup>^</sup>	Independent Director	Chairperson	2	0	0
Mr. Manish Kanaiyalal Patel <sup>+</sup>	Non-Executive Director	Member	2	0	0

\*\* up to August 29, 2022    ## up to August 2, 2022    ^w.e.f. August 30, 2022    ^^upto August 30, 2022    + w.e.f August 29, 2022    § w.e.f August 2, 2022 and up to August 30, 2022

Further, the terms of reference of the Nomination and Remuneration Committee are as per Section 178 of the Companies Act, 2013 (as amended).

Mr. Sureshkumar Ravjibhai Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 24, 2022 and he was appointed as New Chairperson of Nomination and Remuneration Committee w.e.f August 30, 2022 as Mr. Krushnakant Patel has resigned on August 29, 2022.

### Nomination and Remuneration Policy

The Company has, in order to attract motivated and retained manpower in competitive market and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 devised a policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management. Key points of the Policy are:

#### A. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

#### B. Policy on remuneration of Director, key managerial personnel and senior management personnel

The Company remuneration policy is driven by the success and performance of the Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company philosophy is to align them and provide adequate compensation with the Objective of the Company so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at <http://hemoorganic.com/>.

### 3. Stakeholders' Grievances and Relationship Committee

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholders Relationship Committee met Two (2) times during the financial year 2022-23 viz; May 24, 2022 and November 14, 2022.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Krushnakant Patel <sup>**</sup>	Independent Director	Chairperson	2	1	1
Mr. Sanjeev Lodha <sup>##</sup>	Independent Director	Member	2	1	1
Mrs. Sonalben Patel <sup>^^</sup>	Executive Director	Member	2	0	0



## HEMO ORGANIC LIMITED

Mr. Dineshbhai Patel <sup>5</sup>	Executive Director	Member	2	1	1
Mr. Baldevbhai Nagarbhai Patel <sup>^</sup>	Independent Director	Member	2	1	1
Mr. Sureshkumar Ravjibhai Patel <sup>^</sup>	Independent Director	Chairperson	2	1	1
Mr. Manish Kanaiyalal Patel <sup>+</sup>	Non-Executive Director	Member	2	1	1

\*\* up to August 29, 2022

## up to August 2, 2022

^w.e.f. August 30, 2022

^^up to August 30, 2022

+w.e.f August 29, 2022

\$ w.e.f August 2, 2022 and upto August 30, 2022

Company Secretary and Compliance officer of the Company provides secretarial support to the Committee.

During the year under review, the Company had received Nil complaints from the Shareholders. There was no complaint pending for resolution as on March 31, 2023. Further, the terms of reference of the Stakeholder's Grievance & Relationship Committee are as per Section 178 of the Companies Act, 2013 (as amended).

Mr. Sureshkumar Ravjibhai Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 24, 2022 and he was appointed as New Chairperson of Stakeholder's Grievance & Relationship Committee w.e.f August 30, 2022 as Mr. Krushnakant Patel has resigned on August 29, 2022.

### Public Deposits

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2023.

### Risk Management

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

### Sexual Harassment of Women at Workplace

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of Sexual Harassment and we are complaint with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

### Management Discussion and Analysis Report

Your attention is drawn to the perception and business outlook of your management for your company for current year and for the industry in which it operates including its position and perceived trends in near future. The Management Discussion and Analysis Report as stipulated under Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is attached and forms part of this Directors Report.

### Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

### Annual Return

The Annual Return for the financial year 2022-23 is uploaded on the website of the Company.

### Contracts and Arrangements with Related Parties

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel, etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of transactions with Related Parties are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The policy on Related Party Transactions as approved by the Board is available on website of the company.

## HEMO ORGANIC LIMITED

### Material changes and commitment affecting financial position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company and the date of this report.

### Particular of Employees

The Company has not employed any employee except the Chief Financial Officer and Company Secretary. Hence, the information required under Section 197(12) of the Companies Act, 2013 and rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given separately.

### Internal Financial Control

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively.

### Conservation of energy, technology absorption and foreign exchange earnings and outgo

#### A. Conservation of Energy -

- i.) The steps taken or impact on conservation of energy: None
- ii.) The steps taken by the Company for utilizing alternate sources of energy: None
- iii.) The capital investment on energy conservation equipment: None

#### B. Technology Absorption -

- i.) The effort made towards technology absorption: None
- ii.) The benefit derived like product improvement, cost reduction, product development or import substitution: None
- iii.) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
  - a. The details of technology imported: None
  - b. The year of import: None
  - c. Whether the technology has been fully absorbed: None
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None
- iv.) The expenditure incurred on Research and Development: None

#### C. Foreign Exchange Earnings & Expenditure:

- i.) Details of Foreign Exchange Earnings: Nil
- ii.) Details of Foreign Exchange Expenditure: Nil

### Statutory Auditors

M/s. M A A K & Associates, Chartered Accountants (FRN: 135024W) were appointed as Statutory Auditors of your Company at the Thirtieth Annual General Meeting of the Company held on September 24, 2022, for a term of five consecutive years. The present term is expiring at the Thirty Fourth Annual General Meeting of the Company to be held in the year 2026.

The Report given by the Auditors on the financial statement of the company is a part of this Annual Report. There are certain adverse remarks or disclaimer given by the Auditors in their Report related to i) they have not been provided with the balance confirmation or any other details for the trade receivable and trade payable shown in the books of accounts, ii) they have not been able to verify the transactional documents relating bank statements. Four out of five account are not shown to them for verification and iii) The Company has not charged depreciation on the fixed assets during the year and accordingly provision of Indian Accounting Standards relating to depreciation and Deferred Tax Asset / Liabilities have not been followed.

Your Directors state that i) the Company has already started process of obtaining the balance confirmation from trade receivable and trade payable and once received, the same will be provided to the Auditor; ii) further, since some of the accounts of the Company are dormant and accordingly, the same have not been collected from the Bank and iii) The management present that the amount of depreciation being negligible the same has been not been incorporated.

### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Anand Lavingia, Practicing Company Secretary, Ahmedabad, to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report is annexed herewith as **Annexure - A**.

The above reports contain remark regarding -

#### 1. Being Listed Company,

- (a) had not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and as such is non-compliant of Section 203 of the Companies Act, 2013 since September 10, 2022;
- (b) had not appointed Chief Financial Officer as required under section 203 of Companies Act, 2013 and as such is non-compliant of Section 203 of the Companies Act, 2013 From April 1, 2022 to August 28, 2022.

## HEMO ORGANIC LIMITED

- (c) had not appointed Internal Auditor for the financial year 2022-23 and as such is non-compliant of Section 138 of the Companies Act, 2013;
- The Company had not appointed qualified Company Secretary as Compliance Officer as required under Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 since September 10, 2022.
  - The Company has not intimated to shareholders whose folio do not contain minimum details which are required in case of physical holding as provided in SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
  - The committees were not properly constituted during the month of August 2022, due to resignation of Independent Directors.
  - Fines imposed on the company for Non-Compliances of Various Regulations of SEBI (LODR) Regulations, 2015 and company has not paid Annual Listing fees on time.
  - The Company has not paid Annual Custody Fees of Depositories due to which Benpose are Blocked for the said period.

Your directors submit that the Company takes following measures to timely comply with the entire requirements:

Company is in process to find and appoint suitable candidate as company secretary of the company. The Company will Appoint Internal Auditors in Due Course. Board and Committees has been Constituted as per the applicable Laws and Regulations on appointment of new Independent Directors. We have made advertisements for asking physical shareholders to update their details as per new regulations. The Company will pay all the Dues of Depositories and Stock Exchange in Due Course.

### Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

### Corporate Governance

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report of Directors under relevant heading.

### Compliance with the provisions of SS 1 and SS 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

### Website

As per Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has maintained a functional website namely "http://hemoorganic.com/" containing basic information about the Company. The website of the Company is also containing information like Policies, Shareholding Pattern, Financial Results and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company, etc.

### General Disclosure

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions occur on these items during the year under review;

- Details relating to deposits covered under Chapter V of the Act;
- Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- Annual Report and other compliances on Corporate Social Responsibility;
- There is no revision in the Board Report or Financial Statement;
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future;
- Information on subsidiary, associate and joint venture companies.

### Acknowledgment

Your company & Directors wish to place on record their appreciation of the assistance and co-operation extended by Investors, Bankers, Business Associates, and Government. We are deeply grateful to shareholders for their continued faith, confidence and support to the company.

**Registered office:**  
8-A, Gulnar, Chinar-Gulnar Appartment,  
V V Nagar Road, Anand - 388 001, Gujarat

By order of the Board of Directors  
For, HEMO ORGANIC LIMITED  
CIN: L24231GJ1992PLC018224

**Place:** Anand  
**Date:** September 8, 2023

**Dr. Dinesh Patel**  
Chairman and Managing Director  
DIN: 00481641

## SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**HEMO ORGANIC LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hemo Organic Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, read with Annexure - I forming part of this report, the Company has, during the audit period covering the financial year ended on March 31, 2023, generally 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- 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. The Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with BSE Limited (BSE);
- vi. The Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above except followings;

**7. Being Listed Company,**

- a) had not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and as such is non-compliant of Section 203 of the Companies Act, 2013 since September 10, 2022;
- b) had not appointed Chief Financial Officer as required under section 203 of Companies Act, 2013 and as such is non-compliant of Section 203 of the Companies Act, 2013 From April 1, 2022 to August 28, 2022.
- c) had not appointed Internal Auditor for the financial year 2022-23 and as such is non-compliant of Section 138 of the Companies Act, 2013;
- d) The Company had not appointed qualified Company Secretary as Compliance Officer as required under Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 since September 10, 2022.
- e) The Company has not intimated to shareholders whose folio do not contain minimum details which are required in case of physical holding as provided in SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
- f) The committees were not properly constituted during the month of August 2022, due to resignation of Independent Directors.
- g) Fines imposed on the company for Non-Compliances of Various Regulations of SEBI (LODR) Regulations, 2015 and company has not paid Annual Listing fees on time.

## HEMO ORGANIC LIMITED

h) *The Company has not paid Annual Custody Fees of Depositories due to which Benpose are Blocked for the said period.*

Additionally, I have relied on the representations made by the Company for systems and mechanisms formed by the Company for compliances under sector specific laws and regulations applicable to the Company other than those specifically provided above.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. 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; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed MCS Share Transfer Agent Limited as Registrar & Share Transfer Agent as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (*erstwhile Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*) and circulars/ guidelines/ Amendments issued there under;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*) and circulars/ guidelines/ Amendments issued there under;
- v. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- vi. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

### I further report that -

The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Director, Independent Directors and Woman Director in accordance with the act. The changes in the composition that took place during the period under review were carried out in compliance with the provisions of the Act *except committees were not properly constituted during the month of August 2022, due to resignation of Independent Directors.*

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

### I further report that -

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: September 8, 2023  
Place: Ahmedabad

Anand Lavingia  
Practicing Company Secretary  
ACS No.: 26458 C P No.: 11410  
Peer Review Certificate No.: 1589/2021  
UDIN: A026458E000972898

*Note: This Report is to be read with my letter of even date which is annexed as Annexure - I and forms an integral part of this report.*

To,

The Members,

**HEMO ORGANIC LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. In respect of laws, rules and regulations other than those specifically mentioned in my report above, I have limited my review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof including financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards and its proper and adequate presentation and submission in prescribed formats is the responsibility of management. My examination was limited to the verification of procedures on test basis and not its one to one contents.
6. The Secretarial Audit report is neither an assurance as to compliance in totality or the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date:** September 8, 2023  
**Place:** Ahmedabad

**Anand Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458 C P No.: 11410**  
**Peer Review Certificate No.: 1589/2021**  
**UDIN: A026458E000972898**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### SPECIAL NOTE ON CORONAVIRUS PANADEMIC

By mid of March 2020, the outbreak of Corona virus (COVID-19) pandemic has been rapidly spreading throughout the world, including India causing significant disturbance and slowdown of economic activity. The Company has made committed efforts to support its business stakeholders, employees and service providers. The effect of Covid-19 on the Company is insignificant. Looking at current situation the company does not predict any significant effect of Covid-19 on the Company as the Company is presently not carrying out any business activities. The Company is continuously monitoring the situation and taking necessary actions in response to the developments, to minimize the impact on the business of the Company's Future prospects.

### FINANCIAL PERFORMANCE

(₹ in Thousands)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from Operations	47.70	68.30
Other Income	-	-
<b>Total Income</b>	<b>47.70</b>	<b>68.30</b>
Operating Expenditure before Finance Cost, Depreciation and Amortization	594.44	690.94
<b>Earnings before Finance Cost, Depreciation and Amortization</b>	<b>(594.44)</b>	<b>(622.64)</b>
Less: Finance Cost	-	1.04
Depreciation and Amortization Expenses	-	-
<b>Profit/(Loss) before Tax</b>	<b>(546.74)</b>	<b>(623.68)</b>
Less: Tax Expense	-	-
<b>Profit/(Loss) after Tax (PAT)</b>	<b>(546.74)</b>	<b>(623.68)</b>

### REVIEW OF PERFORMANCE

In the financial year 2022-23, the Company has earned ₹ 47.70 Thousands from revenue from operations compared to ₹ 68.30 Thousands for the financial year 2021-22. Due to increase in Legal and professional expenses, the Company has incurred Loss after tax of ₹ 546.74 Thousands during the financial year 2022-23 as compared to loss after tax of ₹ 623.68 Thousands in the financial year 2021-22.

### KEY FINANCIAL RATIO

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% change from March 31, 2022 to March 31, 2023
Current ratio	Current Assets	Current Liabilities	0.56	0.48	16
Debt- Equity Ratio	Current borrowings + Non-Current Borrowings+ lease payments	Shareholder's Equity	(68.68)	1,020.53	(107)
Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	228.68	(180.16)	(227)
Inventory Turnover ratio	Cost of material consumed	Average Inventory	10.13	97.01	(90)
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	8.06	10.83	(26)
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	24.94	(100)
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Average working capital = Current assets - Current liabilities	(3.01)	(6.56)	(54)
Net Profit ratio	Net Profit after tax	Net sales = Total sales - sales return	(1146.21)	(913.15)	26
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability + Lease Payments	28.51	45.42	(37.23)

## **HEMO ORGANIC LIMITED**

### **OPPORTUNITIES**

With the change in the segment of Company's Activities, following are the Opportunities for the Company:

- The Company is being managed by well experienced promoter with positive attribute to strive for challenges for future.
- Trading activities has turned out to be fruitful and there is good scope of future growth and profitability.

### **THREATS**

- Future uncertain Factors
- Competition

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an efficient system of internal controls for achieving the following business objectives of the Company: Efficiency of operations

- Protection of resources
- Accuracy and promptness of financial reporting
- Compliance with various laws and regulations
- Compliance with the laid down policies and procedures

### **HUMAN REROURCE**

Equipping the Company with an engaged and productive workforce is essential to our success. We look for commitment, skills and innovative approach in people. In assessing capability, we consider technical skills and knowledge that have been acquired through experience and practice, along with mental processing ability, social process skills and their application. We continue to invest in developing a pipeline of future talent and nurture them. As part of this process, we provide development and training opportunities to our workforce, which motivates and encourages them to grow in their work. Total 2 employees were employed in the Company. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

### **CAUTIONARY STATEMENT**

Statements in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the Company's operations are affected by many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.



**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF Hemo Organic Limited**

Report on the Audit of the Standalone Financial Statements

**Opinion**

We have audited the accompanying standalone Ind AS financial statements of **Hemo Organic Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion and to the best of our information and according to the explanations given to us, standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act, read with companies Rules 2015, as amended ( IND AS) and other accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March 2023, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

We have conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibility under those Standards are further described in Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the company in accordance of with code of ethics issued by ICAI together with the independence requirement that are relevant to our audit of standalone financial statement under the provisions of the Act and the rules made there Code under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 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 stand alone financial statement except for the following matter:*

- 1. We have not been provided with the balance confirmation or any other details for the trade receivable and trade payable shown in the books of accounts.*
- 2. We have not been able to verify the transactional documents relating bank statements. Four out of five account are not shown to us for verification. According to the management, the other accounts are dormant and therefore the same have not been collected from bank.*

#### **Emphasis of Matter**

- 1. The Company has not charged depreciation on the fixed assets during the year and accordingly provision of Indian Accounting Standards relating to depreciation and Deferred Tax Asset / Liabilities have not been followed. The management represented that the amount of depreciation being negligible the same has been not been incorporated.*
- 2. The closing stock has been calculated and certified by management only and we have not been provided with the basis of calculation.*

#### **Key Audit Matters**

Sr No	Key Audit Matters	How Our Audit addressed the Key Audit Matter
1	<b>Revenue recognition:</b> Company is engaged in the trading activities and there is no major transaction during the current financial year.	<ul style="list-style-type: none"> <li>• We have reviewed the transaction of purchase and sale and policy of recognition and accounting of the same.</li> </ul>

#### **Other Information**

The company's management and board of directors are responsible for the other information. The other information comprises Board's Report on corporate governance and Business Responsibility report but does not include the consolidated financial statements, standalone financial statement and our auditor's report thereon.



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

In connection with our audit of 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 procedures or otherwise appear 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 on that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, Profit and Loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Board of directors is also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether 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 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 aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risk, and obtain evidence that are sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional, omission, misrepresentation, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedure 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 control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- 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.
- 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 standalone 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 standalone 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**

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

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

- (a) We have sought and obtained all the information and explanations, except for the explanations and information described in the qualified opinion paragraph, 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, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- (e) On the basis of the written representation received from the directors as on as on 31<sup>st</sup> March and taken on record by the board of directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as director in terms of Section 164(2) of the Act.



(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(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. There is no pending litigation on the company therefore the same is not required to be disclosed.

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

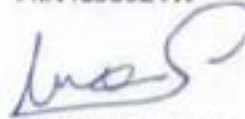
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has neither declared nor paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Date:26/05/2023  
Place: Ahmedabad  
UDIN: 231339268GWESH8023

For M A A K & Associates  
(Chartered Accountants)  
FRN :135024W



CA Marmik Shah  
Partner  
M. No.: 133926



## **Annexure A to the Independent Auditors' Report of Hemo Organic Limited**

**(Referred to in our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2021, we report the following:

### **I. In Respect of Fixed Assets**

- a) As per the information provided by the management, the Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification, has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- c) The Company does not hold the immovable property. Therefore, the provisions of Clause 3(i) (c) of the said order are not applicable to the Company.
- d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year, the clause for revaluation of Property, Plant and Equipment (including Right of Use assets) or intangible assets or both is not applicable.
- e) No proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

### **II. In Respect of Inventories**

As explained to us, physical verification of the inventories has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.

### **III. Compliance under section 189 of The Companies Act, 2013**

As per information and explanation given to us, and subject to the observations given in the main audit report, the company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013





**IV. Compliance under section 185 and 186 of The Companies Act, 2013**

In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

**V. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

As per information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

**VI. Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**VII. Deposit of Statutory Dues**

The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty, GST, Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

As informed to us by the management, there is no dispute with the revenue authorities regarding any duty or tax payable.

According to the records of the Company, no dues are outstanding of employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, Cess and other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

**Unrecorded income disclosed in tax assessments**

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).



**IX. Repayment of Loans and Borrowings**

According to the information and explanation given to us, the company has not defaulted in any loan from financial institution, bank or debenture holders.

**X. Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

**XI. Reporting of Fraud During the Year**

To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

As represented to us by the Management, there were no whistleblower complaints received by the Company during the year.

**XII. Managerial Remuneration**

Managerial remuneration has not been paid or provided in the financial year, so the provisions of section 197 read with Schedule V to the Companies Act are not applicable.

**XIII. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

**XIV. Related party compliance with Section 177 and 188 of companies Act - 2013**

According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.



**XV. Internal Audit Systems**

In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

**XVI. Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the information and explanations given to us, and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

**XVII. Non-cash transactions**

According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

**XVIII. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

**XIX. Resignation of Statutory Auditor**

There has been no resignation of the statutory auditors of the Company during the year.

**XX. Material Uncertainty**

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the



balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**XXI. Unspent CSR expenditure**

The company has no obligation to spend under corporate social responsibility. So, reporting under clause (xx) of the order is not applicable for the year.

Date:26/05/2023  
Place: Ahmedabad  
UDIN: 23133926BGWESH8023

For M A A K & Associates  
(Chartered Accountants)  
FRN :135024W



CA Marmik Shah  
Partner  
M. No.: 133926



## **Annexure B to the Auditor's Report**

### **Report on the Internal Financial Controls under Clause (f) 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 **Hemo Organic Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone 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. 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 the 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 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, 2021, 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.

Date: 26/05/2023

Place: Ahmedabad

UDIN: 23133926B GWESH8023

For M A A K & Associates  
(Chartered Accountants)  
FRN : 135024W



CA Marmik Shah  
Partner

M. No.: 133926



Hemo Organic Limited  
Balance Sheet as at March 31, 2023

(Rupees in Thousands)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>I. ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	2	20.36	20.36
(b) Deferred tax assets (net)	15	1,405.15	1,405.15
<b>Total non-current assets</b>		<b>1,425.51</b>	<b>1,425.51</b>
<b>Current assets</b>			
(a) Financial assets			
(i) Trade receivables	3.1	591.73	591.73
(ii) Cash and cash equivalents	3.2	522.94	4.52
(iii) Bank balance other than (ii) above	3.3	643.14	87.79
(b) Other current assets	4	106.87	112.57
(c) Inventories	5	152.55	168.83
<b>Total current assets</b>		<b>2,017.23</b>	<b>965.44</b>
<b>Total Assets</b>		<b>3,442.74</b>	<b>2,390.95</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share capital	6	34,659.00	34,659.00
(b) Other equity	7	(35,171.50)	(34,624.66)
<b>Total Equity</b>		<b>(512.50)</b>	<b>34.34</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	8.1	352.00	350.45
<b>Total non-current liabilities</b>		<b>352.00</b>	<b>350.45</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro enterprise and small enterprises	8.2	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,071.96	1,111.80
(iv) Other financial liabilities	8.3	696.15	404.76
(b) Other current liabilities	9	1,835.13	489.60
(c) Provisions		-	-
<b>Total current liabilities</b>		<b>3,603.24</b>	<b>2,006.16</b>
<b>Total liabilities (Current &amp; Non current)</b>		<b>3,955.24</b>	<b>2,356.61</b>
<b>Total equity and liabilities</b>		<b>3,442.74</b>	<b>2,390.95</b>

Summary of significant accounting policies 1  
Summary of significant accounting judgements, estimates and assumptions  
The accompanying notes are an integral part of these financial statements.

As per our report of even date  
**For M A A K & Associates**  
Chartered Accountants  
FRN:135024W

**For and on Behalf of the Board of Directors of  
Hemo Organic Limited**

SD/-  
**CA Marmik Shah**  
**Partner**  
Membership No. 133926  
UDIN: 23133926BGWESH8023

SD/-  
**Dr Dinesh Patel**  
**Chairman and  
Managing Director**  
**DIN No. 00481641**

SD/-  
**Mrs. Sonal D. Patel**  
**Director**  
**DIN No. 02848171**

Date: 26/05/2023  
Place: Ahmedabad

Date: 26/05/2023  
Place: Ahmedabad

**Hemo Organic Limited**  
**Statement of Profit and Loss for the year ended March 31, 2023**

(Rupees in Thousands)

Sr. No.	Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
(I)	Revenue from operations	10	47.70	68.30
(II)	Other income		-	-
(III)	<b>Total Income (I+ II)</b>		<b>47.70</b>	<b>68.30</b>
(IV)	<b>Expenses</b>			
	Cost of material consumed	11	16.27	93.21
	Employee benefit expenses	12	-	360.00
	Finance costs	13	-	1.04
	Other expenses	14	578.17	237.73
	<b>Total Expenses (IV)</b>		<b>594.44</b>	<b>691.98</b>
(V)	<b>Profit/(loss) before tax (III-IV)</b>		<b>(546.74)</b>	<b>(623.68)</b>
(VI)	<b>Tax expense</b>			
	(1) Current tax		-	-
	(2) Adjustment of tax relating to earlier years		-	-
	(2) Deferred tax charge / (credit)		-	-
	<b>Total tax expense (VI)</b>		<b>-</b>	<b>-</b>
(VII)	<b>Profit/(loss) for the year (V-VI)</b>		<b>(546.74)</b>	<b>(623.68)</b>
(VIII)	<b>Other comprehensive income</b>			
	<b>Items that will not be reclassified to profit or loss in subsequent periods</b>			
	Re-measurement gain/(loss) on defined benefit plans		-	-
	Income tax effect		-	-
	<b>Total other comprehensive income/(loss) for the year (VIII)</b>		<b>-</b>	<b>-</b>
(IX)	<b>Total comprehensive income/(loss) for the year (VII+ VIII)</b>		<b>(546.74)</b>	<b>(623.68)</b>
	Earnings per equity share (Face value per share: Rs. 10 each)	16		
	Basic and diluted		(0.16)	(0.18)

Summary of significant accounting policies  
 Summary of significant accounting judgements, estimates and assumptions  
 The accompanying notes are an integral part of these financial statements.

1

As per our report of even date  
**For M A A K & Associates**  
 Chartered Accountants  
 FRN:135024W

**For and on Behalf of the Board of Directors of  
 Hemo Organic Limited**

SD/-  
**CA Marmik Shah**  
**Partner**  
 Membership No. 133926  
 UDIN: 23133926BGWESH8023

SD/-  
**Dr Dinesh Patel**  
**Chairman and**  
**Managing Director**  
 DIN No. 00481641

SD/-  
**Mrs. Sonal D. Patel**  
**Director**  
 DIN No. 02848171

Date: 26//05/2023  
 Place: Ahmedabad

Date: 26//05/2023  
 Place: Ahmedabad



## Hemo Organic Limited

## Statement of cash flows for the year ended March 31, 2023

(Rupees in Thousands)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A Cash flow from operating activities</b>		
Profit/(Loss) before tax (Includes interest income)	(546.74)	(623.68)
Operating profit before working capital changes	(546.74)	(623.68)
Adjustments for:		
(Increase) in trade receivables	-	78.00
(Increase)/Decrease in inventories	16.28	(145.50)
(Increase) in financial assets	-	-
(Increase) in other assets	5.60	(34.08)
(Decrease)/Increase in trade payables	(39.84)	309.18
Increase in other financial liabilities	292.94	62.19
Increase in other current liabilities	1,345.53	309.60
<b>Cash generated from operation</b>	<b>1,073.77</b>	<b>(44.29)</b>
Direct taxes paid (net of refund)	-	-
<b>Net cash flow generated from operating activities (A)</b>	<b>1,073.77</b>	<b>(44.29)</b>
<b>B Cash flow from investing activities</b>		
Net cash flow (used in) investing activities (B)	-	-
<b>C Cash flow from financing activities</b>		
Net Cash flow (used in) financing activities (C)	-	-
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>1,073.77</b>	<b>(44.29)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>92.31</b>	<b>136.60</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,166.08</b>	<b>92.31</b>
<b>Components of cash and cash equivalent</b>		
Balance with banks:		
- On current accounts	643.14	87.79
Cash on hand	522.94	4.52
<b>Total cash and cash equivalent at the end of the year (refer note 4.2)</b>	<b>1,166.08</b>	<b>92.31</b>

\*Figures, wherever required, are regrouped / rearranged.

Summary of significant accounting policies

Summary of significant accounting judgements, estimates and assumptions

The accompanying notes are an integral part of these financial statements.

As per our report of even date

**For M A A K & Associates**

Chartered Accountants

FRN:135024W

SD/-

**CA Marmik Shah**

**Partner**

Membership No. 133926

UDIN: 23133926BGWESH8023

Date: 26//05/2023

Place: Ahmedabad

**For and on Behalf of the Board of Directors of  
Hemo Organic Limited**

SD/-

**Dr Dinesh Patel**

**Chairman and**

**Managing Director**

DIN No. 00481641

Date: 26//05/2023

Place: Ahmedabad

SD/-

**Mrs. Sonal D. Patel**

**Director**

DIN No. 02848171

Hemo Organic Limited  
Notes to Financial Statements for the year ended March 31, 2023

2 Property, plant and equipment, Capital work-in-progress, Other intangible assets and Right of use assets as at March 31, 2023

(Rupees in Thousands)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	Opening balance as at April 01, 2022	Addition	Deduction/ Adjustments	Closing balance as at March 31, 2023	Opening balance as at April 01, 2022	Charge for the for the year	On deduction	Closing balance as at March 31, 2023	As at March 31, 2023	As at March 31, 2022
<b>Property, plant and equipment</b>										
Computers	33.70	-	-	33.70	13.34	-	-	13.34	20.36	20.36
<b>Total</b>	<b>33.70</b>	<b>-</b>	<b>-</b>	<b>33.70</b>	<b>13.34</b>	<b>-</b>	<b>-</b>	<b>13.34</b>	<b>20.36</b>	<b>20.36</b>

3 Financial assets

(Rupees in Thousands)

3.1 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	591.73	591.73
Trade receivables which have significant increase in credit risk	-	-
<b>Total</b>	<b>591.73</b>	<b>591.73</b>

Trade Receivables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	92.60	3.00	496.13	591.73
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	<b>92.60</b>	<b>3.00</b>	<b>496.13</b>	<b>591.73</b>

Trade Receivables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	92.60	3.00	-	496.13	591.73
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>92.60</b>	<b>3.00</b>	-	<b>496.13</b>	<b>591.73</b>

3.2 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	522.94	4.52
<b>Total</b>	<b>522.94</b>	<b>4.52</b>

3.3 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Bank Balance	643.14	87.79
<b>Total</b>	<b>643.14</b>	<b>87.79</b>

4 Other assets

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
<b>Unsecured, considered good</b>		
Other Current Asset	35.34	41.04
Minimum Alternative Tax	71.53	71.53
<b>Total</b>	<b>106.87</b>	<b>112.57</b>

5 Inventories (valued at lower of cost and net realizable value)

Particulars	As at March 31, 2023	As at March 31, 2022
Consumables	152.55	168.83
<b>Total</b>	<b>152.55</b>	<b>168.83</b>

## 6 Share Capital

(Rupees in Thousands)

## Equity share capital

Particulars	Equity shares	
	No. of shares	Amount
<b>Authorised shares of Rs. 10 each</b>		
As at March 31, 2021	35,00,000	35,000.00
Change during the year	-	-
As at March 31, 2022	35,00,000	35,000.00
Change during the year	-	-
As at March 31, 2023	35,00,000	35,000.00
<b>Issued, subscribed and fully paid up equity shares of Rs. 10 each</b>		
As at March 31, 2021	34,65,900	34,659.00
Changes in Equity Share Capital due to prior period errors	-	-
Change during the year	-	-
As at March 31, 2022	34,65,900	34,659.00
Changes in Equity Share Capital due to prior period errors	-	-
Change during the year	-	-
As at March 31, 2023	34,65,900	34,659.00

## (a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

## Equity Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	34,65,900	34,659	34,65,900	34,659
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>34,65,900</b>	<b>34,659</b>	<b>34,65,900</b>	<b>34,659.00</b>

## (b) Terms / rights attached to equity shares

In respect of Ordinary shares, voting rights shall be in the same proportion as the capital paid upon such ordinary share bears to the total paid up ordinary capital of the company.

The Dividend proposed by the board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the shareholders of Ordinary shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

## (c) Details of Shareholders holding more than 5% shares in the company

## Equity Share Capital

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of Holding	Number	% of Holding
INDIAN CLEARING CORPORATION LTD	2,79,950.00	8.08	2,79,950	8.08
DINESHBHAI SHANABHAI PATEL	5,36,940.00	15.49	5,36,940	15.49
PATEL BHAILAL DAHYABHAI	-	-	2,04,578	5.90
HETAL YOGESHKUMAR PATEL	-	-	1,77,154	5.11

## (d) Shareholding of Promoters as at March 31, 2023

Promoter Name	Class of share	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year
DINESHBHAI SHANABHAI PATEL	Equity shares of Rs. 10 each fully paid	5,36,940	-	5,36,940
SONALBEN DINESHBHAI PATEL	Equity shares of Rs. 10 each fully paid	47,000	-	47,000
<b>Total</b>		<b>5,83,940</b>	<b>-</b>	<b>5,83,940</b>

## (e) Shareholding of Promoters as at March 31, 2022

Promoter Name	Class of share	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year
DINESHBHAI SHANABHAI PATEL	Equity shares of Rs. 10 each fully paid	5,36,940	-	5,36,940
SONALBEN DINESHBHAI PATEL	Equity shares of Rs. 10 each fully paid	47,000	-	47,000
<b>Total</b>		<b>5,83,940</b>	<b>-</b>	<b>5,83,940</b>

## (f) In the period of five years immediately preceding March 2023:

The company has not allotted any equity shares as fully paid up without payment being received in cash or as bonus shares or bought back any equity shares

Hemo Organic Limited				
Statement of changes in equity for the year ended March 31, 2023				(Rupees in Thousands)
A) Equity share capital: Equity shares of Rs. 10 each issued, subscribed and fully paid				
Particulars				Amount
<b>Balance as at March 31, 2021</b>				<b>34,659.00</b>
Changes in Equity Share Capital due to prior period errors				-
Issue of equity shares during the year				-
<b>Balance as at March 31, 2022</b>				<b>34,659.00</b>
Changes in Equity Share Capital due to prior period errors				-
Issue of equity shares during the year				-
<b>Balance as at March 31, 2023</b>				<b>34,659.00</b>
B) Other equity				
Particulars	Other equity			Total
	Reserves and surplus			
	Securities premium	Capital redemption reserve	Retained earnings	
<b>Balance as at March 31, 2021</b>	-	-	<b>(34,000.97)</b>	<b>(34,000.97)</b>
Changes due to accounting policy or prior period errors	-	-	-	-
Profit / (Loss) for the year (net of taxes)	-	-	(623.79)	(623.79)
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-
<b>Total comprehensive income (loss) for the year</b>	-	-	<b>(623.79)</b>	<b>(623.79)</b>
Amount transferred to capital redemption reserve on redemption of preference shares	-	-	-	-
<b>Balance as at March 31, 2022</b>	-	-	<b>(34,624.76)</b>	<b>(34,624.76)</b>
Changes due to accounting policy or prior period errors	-	-	-	-
Profit/(Loss) for the year (net of taxes)	-	-	(546.74)	(546.74)
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-
<b>Total comprehensive income / (loss) for the year</b>	-	-	<b>(546.74)</b>	<b>(546.74)</b>
Amount transferred to capital redemption reserve on redemption of preference shares	-	-	-	-
<b>Balance as at March 31, 2023</b>	-	-	<b>(35,171.50)</b>	<b>(35,171.50)</b>
Summary of significant accounting policies 1				
Summary of significant accounting judgements, estimates and assumptions				
The accompanying notes are an integral part of these financial statements.				
As per our report of even date		For and on Behalf of the Board of Directors of		
For M A A K & Associates		Hemo Organic Limited		
Chartered Accountants				
FRN:135024W				
SD/-	SD/-	SD/-		
CA Marmik Shah	Dr Dinesh Patel	Mrs. Sonal D. Patel		
Partner	Chairman and	Director		
Membership No. 133926	Managing Director			
UDIN: 23133926BGWESH8023	DIN No. 00481641	DIN No. 02848171		
Date: 26//05/2023	Date: 26//05/2023			
Place: Ahmedabad	Place: Ahmedabad			

**Hemo Organic Limited**  
**Notes to Financial Statements for the year ended March 31, 2023**

**7 Other Equity**

**(Rupees in Thousands)**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Securities premium :</b>		
<b>Balance at the beginning of the year</b>	-	-
Changes due to accounting policy or prior period errors	-	-
<b>Balance at the end of the year</b>	-	-
<b>Capital redemption reserve :</b>		
<b>Balance at the beginning of the year</b>	-	-
Changes due to accounting policy or prior period errors	-	-
Amount transferred to capital redemption reserve on redemption of preference shares	-	-
<b>Balance at the end of the year</b>	-	-
<b>Retained Earnings :</b>		
<b>Balance at the beginning of the year</b>	(34,624.76)	(34,000.97)
Changes due to accounting policy or prior period errors	-	-
Profit/(Loss) for the year (net of taxes)	(546.74)	(623.79)
Other comprehensive (loss)/Income for the year (net of taxes)	-	-
Amount transferred to capital redemption reserve on redemption of preference shares	-	-
<b>Balance at the end of the year</b>	<b>(35,171.50)</b>	<b>(34,624.76)</b>
<b>Total other equity</b>	<b>(35,171.50)</b>	<b>(34,624.76)</b>

**Nature and purpose of reserves:**

(1) **Retained Earnings :** Surplus in statement of Retained Earnings are the profits / (losses) that the company has earned / incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to the statement of profit and loss. Retained earnings is a free reserve available to the company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

8 Financial liabilities

(Rupees in Thousands)

8.1 Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current borrowing (A)</b>		
Unsecured		
Loan From Director (It is Unsecured Interest free Loan)	352.00	350.45
<b>Total Borrowings</b>	<b>352.00</b>	<b>350.45</b>
Aggregate secured loan	-	-
Aggregate unsecured loan	352.00	350.45

8.2 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Outstanding dues of micro and small enterprises (refer note 26)	-	-
Outstanding dues of creditors other than micro and small enterprises	1,071.96	1,111.80
<b>Total</b>	<b>1,071.96</b>	<b>1,111.80</b>

Trade Payables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from the date of transaction*					Total
	Unbilled	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	9.20	102.99	148.71	811.06	1,071.96
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	-	<b>9.20</b>	<b>102.99</b>	<b>148.71</b>	<b>811.06</b>	<b>1,071.96</b>

Trade Payables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from the date of transaction*					Total
	Unbilled	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	228.60	128.20	-	755.00	1,111.80
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	-	<b>228.60</b>	<b>128.20</b>	-	<b>755.00</b>	<b>1,111.80</b>

\*Considering the availability of data, the above ageing is considered from the date of recording the transaction instead of due date. Consequently, there are no 'not due' creditors balance disclosed.

8.3 Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
<b>Financial liabilities carried at amortized cost</b>		
Others	689.67	398.32
TDS Payable	6.32	6.32
Interest on TDS Payable	0.16	0.16
<b>Total</b>	<b>696.15</b>	<b>404.76</b>



**9 Other current liabilities**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Contract liabilities		
Due to customer (excess billing over revenue)	-	-
Advance from customers	-	-
Unearned Revenue	-	-
Other Current Liabilities	1,835.13	489.60
Interest payable on delayed payments to MSME creditors	-	-
Statutory dues payable	-	-
Liability towards Corporate Social Responsibility	-	-
<b>Total</b>	<b>1,835.13</b>	<b>489.60</b>

**10 Revenue from operations**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Revenue from contract with customers</b>		
Trading of Goods	47.70	68.30
<b>Total revenue</b>	<b>47.70</b>	<b>68.30</b>

**Hemo Organic Limited****Notes to Financial Statements for the year ended March 31, 2023****11 Cost of material consumed****(Rupees in Thousands)**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Opening stock	168.83	23.33
Purchases during the year	-	238.71
Less : Closing stock	(152.55)	(168.83)
<b>Total</b>	<b>16.28</b>	<b>93.21</b>

**12 Employee benefit expenses**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Salary, bonus and allowances	-	144.00
Director Remuneration	-	216.00
<b>Total</b>	<b>-</b>	<b>360.00</b>

**13 Finance costs**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Interest expense on</b>		
Other charges (processing fees, bank commission)	-	1.04
<b>Total</b>	<b>-</b>	<b>1.04</b>

**14 Other expenses**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Statutory Audit Fees	25.00	25.00
Legal and professional expenses	552.47	212.08
Bank charges	0.70	0.65
<b>Total</b>	<b>578.17</b>	<b>237.73</b>

**Note:****Payments to the auditor**

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>As auditor:</b>		
Audit fees	25.00	25.00
<b>Total</b>	<b>25.00</b>	<b>25.00</b>

## 15 Tax expense

The major components of income tax expense for the year ended March 31, 2023 and March 31, 2022:

(Rupees in Thousands)

## (a) Profit and loss section

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Current tax</b>		
Current income tax charge	-	-
Adjustment of tax relating to earlier years	-	-
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Total tax expense reported in the statement of profit and loss</b>	-	-

## (b) Other comprehensive income (OCI) section

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Deferred tax related to items recognized in OCI during the year</b>		
Net (loss)/gain on remeasurements of defined benefit plans	-	-
<b>Deferred tax charged to OCI</b>	-	-

## (C) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31, 2023 and March 31, 2022

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Profit before tax</b>		
Tax using the Company's domestic tax rate	(546.74)	(623.68)
<b>Adjustment</b>		
<b>Tax Impact of following :</b>		
- Non deductible expense	-	-
Adjustment of tax relating to earlier years	-	-
MAT credit lapsed due to adoption of new tax regime	-	-
Impact on account of change in tax rate	-	-
- Admissible expense	-	-
<b>Tax expense as per statement of profit and loss</b>	-	-

## Note:

The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) ordinance, 2019. Accordingly, the company has recognized the provision for income tax for the year ended March 31, 2023 and remeasured its deferred tax basis the rate prescribed in the aforesaid section.

## (D) Balance sheet section

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets (net)	-	-
Income tax liabilities (net)	-	-

## (E) Deferred tax

Particulars	Balance Sheet		Statement of Profit and Loss		OCI	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax asset/(Liability) (Net)</b>						
Difference between depreciable assets as per books of accounts and written down value for tax purpose	1,405.15	1,405.15	-	-	-	-
Employee benefits	-	-	-	-	-	-
Right of use assets & lease liabilities	-	-	-	-	-	-
Provision for doubtful debts, doubtful loans, and advances to creditors	-	-	-	-	-	-
Prepaid expense on upfront fees	-	-	-	-	-	-
Interest liability on Goods and Services Tax	-	-	-	-	-	-
Others	-	-	-	-	-	-
Utilisation from opening MAT Credit	-	-	-	-	-	-
MAT credit lapsed due to adoption of new tax regime	-	-	-	-	-	-
<b>Deferred tax asset (net)</b>	<b>1,405.15</b>	<b>1,405.15</b>	-	-	-	-

(Rupees in Thousands)

**16 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of the Company 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 of the Company 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 used in the basic and diluted EPS computation:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit/(Loss) after tax	(546.74)	(623.68)
Nominal value of equity share (Amount in Rs.)	1	1
Total number of equity shares	34,65,900	34,65,900
Weighted average number of equity shares for basic and diluted EPS (nominal value of equity share Rs. 1)	34,65,900	34,65,900
<b>Earnings per equity share (Amount in Rs.)</b>		
Basic and diluted earnings per share	(0.16)	(0.18)

17 Related party transactions

As per the Indian Accounting Standard on "Related Party Disclosures" (Ind AS 24), the related parties of the Company are as follows :

Name of related parties and their relationship :

1) Key managerial person (KMP) :

- 1) Dr. Dinesh S. Patel
- 2) Mrs. Sonal D. Patel
- 3) Mr. Krushnakant R. Patel
- 4) Mr. Pankaj R. Patel
- 5) Mrs. Kinnariben Patel
- 6) Siyona Mohan Lal Jhanwar
- 7) Manish Kaniyalal Patel
- 8) Baldevbhai Nagarbhai Patel
- 9) Kanubhai Naranbhai Patel
- 10) Sureshkumar Ravjibhai Patel
- 11) Mrugesh Kanubhai Patel

Nature of transactions with related Parties	Year ended March 31, 2023	Year ended March 31, 2022
<b>Key managerial personnel</b>		
<b>Salary and Remuneration Paid</b>		
Dr. Dinesh S. Patel	54.47	108.00
Mrs. Sonal D. Patel	-	108.00
<b>Loan Taken</b>		
Dr. Dinesh S. Patel	152.87	-
<b>Repayment Loan</b>		
Dr. Dinesh S. Patel	55.00	-
<b>Advance Received against Sale</b>		
Mrugesh Kanubhai Patel	400.00	-

Outstanding balances at the end of the year	As at March 31, 2023	As at March 31, 2022
<b>Key managerial personnel</b>		
Dr. Dinesh S. Patel	431.13	350.45
Mrs. Sonal D. Patel	198.00	198.00
Mrugesh Kanubhai Patel	400.00	-

**Hemo Organic Limited**
**Notes to Financial Statements for the year ended March 31, 2023**
**18 Ratio analysis and its elements**

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% change from March 31, 2022 to March 31, 2023
Current ratio	Current Assets	Current Liabilities	0.56	0.48	16%
Debt- Equity Ratio	Current borrowings + Non-Currenet Borrowings+ lease payments	Shareholder's Equity	-68.68%	1020.53%	-107%
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	228.68%	-180.16%	-227%
Inventory Turnover ratio	Cost of material consumed	Average Inventory	10.13	97.01	-90%
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	8.06	10.83	-26%
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	24.94	-100%
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Average working capital = Current assets – Current liabilities	(3.01)	(6.56)	-54%
Net Profit ratio	Net Profit after tax	Net sales = Total sales - sales return	-1146.21%	-913.15%	26%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability+Lease Payments	28.51	45.42	-37.23%

**Reasons for change more than 25% in above ratios**

Particulars	Reasons for % change from March 31, 2022 to March 31, 2023
Debt- Equity Ratio	The change is mainly attributable to the decrease in borrowings by the company.
Return on Equity	Due to the losses and reduction in sales there is decrease in return on equity.
Inventory Turnover ratio	Due to decline in the sale, unsold stock lying with the company has increased causing a decrease in the inventory turnover ratio.
Trade Receivable Turnover Ratio	There is deterioration in Trade receivable turnover ratio as the sales is decreased in current year.
Trade Payable Turnover Ratio	There is decrease in Trade Payable ratio because there is no purchase during the current financial year.
Net Capital Turnover Ratio	There is decrease in net capital turnover ratio due to reduction in sales.
Net Profit ratio	There is decrease in net profit ratio on account of increase in net loss, which in turn is due to decrease in revenue from the company.
Return on Capital Employed	There is decline in return on capital employed on account of decrease in capital employed which is due to net loss during the year.

**HEMO ORGANIC LIMITED**  
**Notes Forming Part of the Financial Statements**

**Note 1 A: Corporate Information**

The standalone financial statements comprise of financial statements of Hemo Organic Limited for the year ended March 31, 2023. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at 8-A, Gulnar, Chinar - Gulnar Appt., V V Nagar Road, Anand - 388001. The company is currently engaged in manufacture of "Ayurvedik" or "Unani" pharmaceutical preparation.

**Note 1 B : Basis of preparation**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements are the Company's first standalone financial statements prepared in accordance with Ind AS based on the permissible options and exemptions available to the Company in terms of Ind AS 101 'First time adoption of Indian Accounting standards'.

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupees, except where otherwise indicated. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

**Note 1 C : Significant accounting policies and key accounting estimates**

**(A) Significant accounting policies**

**1 Current / non-current classification**

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- a) expected to be settled in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets/materials for processing and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

**2 Foreign currencies**

Company has not made any transaction in foreign exchange during the year.

### **3 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

### **4 Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Depreciation in current year is not charged due to very minor amount. The cost of Property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities).

### **5 Inventories**

Inventories are valued at lower of cost and net realisable value. Cost is determined on a First in First out (FIFO) . Cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, slow moving and defective inventories are identified and provided for.

Net Realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make sale.

### **6 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations.

The Company has not impaired any asset, so there is no losses due to impairment.

### **7 Revenue recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

#### **Sale of products**

Revenue from the sale of products is recognised when the significant risks and rewards of ownership of the products have passed to the buyer, usually on delivery of the products. Revenue from the sale of products is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.



**8 Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**9 Taxes on Income**

Tax on Income comprises current tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax liability are generally recorded for all temporary timing differences. There is No deferred tax in current year.

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

**10 Employee benefits****Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post- Employment Benefits  
Defined Contribution Plans**

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services.

The gratuity liability is paid in terms of insurance premium and the company does not have any liability once the contribution in tems of premium is paid.

**11 Earnings Per Share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

**12 Dividend distribution**

The Company recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### **13 Provisions & contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability arises when the Company has:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recorded in the financial statement but, rather, are disclosed in the note to the financial statements.

### **(B) Key accounting estimates**

#### **1 Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 16 for further disclosures.

#### **2 Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cashflow (DCF) model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. There is no losses due to impairment of asset.

#### **3 Taxes**

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has Rs.NIL as at March 31, 2023 (Rs.NIL as at March 31, 2022 ) of tax credits carried forward. These credits can be utilised over the period of 15 years. The Company has taxable temporary difference and tax planning opportunities available that could support the recognition of these credits as deferred tax assets. On this basis, the Company has determined that it can recognise deferred tax assets on the tax credits carried forward.

#### **4 Property, Plant and Equipment**

The carrying values of Property, plant and equipment have been disclosed in Note 2.

#### **5 Intangible assets**

There is no intangible asset in the company.

#### **6 Allowance for doubtful trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc. The allowances for doubtful trade receivables were NIL as at March 31, 2023 (as at March 31, 2022 : Rs. NIL ).

Individual trade receivables are written off when the management deems them not to be collectable.