

ANNUAL

REPORT

2022-23

HEALTHY BIOSCIENCES PRIVATE LIMITED

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CORPORATE INFORMATION

NAME OF THE COMPANY	HEALTHY BIOSCIENCES PRIVATE LIMITED
CIN	U24296PB2008PTC032037
BOARD OF DIRECTORS	MR. GURSIMRAN SINGH MR. CHARANJIT SINGH BHATIA MRS. SIMMI CHHABRA
COMPANY SECRETARY & COMPLIANCE OFFICER	MR. JAGKIRAT SINGH (TILL 31.05.2022) MS. DIVYA TANEJA (W.E.F 10.11.2022)
STATUTORY AUDITOR	M/S HARJEET PARVESH & CO., CHARTERED ACCOUNTANT, MOHALI (FRN: 017437N)
REGISTERED OFFICE	PLOT NO. 986, SECTOR 82, JANTA INDUSTRIAL ESTATE, MOHALI-160062
BANKER	UNION BANK OF INDIA #MOHALI MAIN, SAS BRANCH, LUDHIANA-160059

NOTICE CONVENING 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HEALTHY BIOSCIENCES PRIVATE LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 986, SECTOR 82, JANTA INDUSTRIAL ESTATE, MOHALI 160062, PUNJAB ON MONDAY, THE 21ST AUGUST, 2023, AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS(S):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Auditors and the Board of Directors thereon.
2. **TO APPOINT M/S. NARINDER KUMAR AND COMPANY AS STATUTORY AUDITORS OF THE COMPANY FROM FINANCIAL YEAR 2023-24 TO FINANCIAL YEAR 2027-28**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, M/s. Narinder Kumar and Company, Chartered Accountants (Firm's Registration No. 0030737N), be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2028, on such remuneration including out-of-pocket expenses and other expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS(S):

3. **TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mr. Jasjot Singh (DIN: 01937631), who was appointed as an Additional Director on 26th July 2023, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

4. TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, an approval of members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature subject to the maximum limit of not exceed Rs. 20 Crores (Rupees Twenty Crores Only) during the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and the same is in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under the above resolution to any Committee of Directors of the company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

5. TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including any amendments thereto for the time being in force, the Statutory Registers, records required to be maintained by the Company under Section 88 and the returns required to be filed under Section 92 of the Companies Act, 2013, be kept and maintained at the Company’s Corporate Office Situated at D-118, Industrial Area, Phase 7, Mohali-160055, Punjab w.e.f 22.08.2023.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

6. TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY

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

“RESOLVED THAT pursuant to the Provisions of Sections 13, 14 and 18 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 as amended from time to time including any statutory modification or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the conversion of Company from Private Limited Company into Public Limited Company and subsequently the word “Private” be deleted from the name ‘Healthy Biosciences Private Limited’ and the same be read as ‘Healthy Biosciences Limited’.”

“RESOLVED FURTHER THAT the Clause (“1”) of the Memorandum and Articles of Association of the Company be and is hereby amended/ altered by substituting the existing name wherever appearing therein with the name as ‘Healthy Biosciences Limited’ respectively.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary proper or desirable or incidental thereto.”

7. TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 4 and 13 of the Company Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to requisite approval of Central Government powers delegated to the Registrar of Companies, Punjab and Chandigarh , the consent and approval of the members of the Company be and is hereby accorded to alter by substituting new clauses in the Main Object clause i.e Clause III(A) of the Memorandum of Association of the company mentioned below:

A. Clause III(A) - ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. To carry on the business of manufacturing, processing, distilling, compounding, acquiring, buying, selling, importing, exporting and dealing in all enzyme products from animal, microbial, Plant sources and products from fish sources, vegetable and herb extracts, agricultural products and agriculture residues.**
- 2. To carry on the business of manufacturers, dealers, importers, exporters, distributors, brokers, processors, stockiest, agents and or otherwise to deal in all types of animal feed, cattle feed, sheep feeds, poultry feed, pig feed, camel feed, aqua feed, feeds concentrate, feed premixes, supplementary feeds, additives, compounded or mixed feed, minerals, vitamins, protein food etc, sugar, glucose, starch fattening preparations of every description, artificial manures and fertilisers, oil cake crushers, seed crushers, oil extractors, oil Expeller, ginners, treacle manufacturers, feed specials, cake and meal**

merchants, millers, bakers, chemists and seed corn grain, flour, hay, straw, flax cotton and oil merchants and/or to utilise, work up and deal in glue products or residue resulting from any of the company's manufacturing and operations.

- 3. To Cultivate, crush, utilize, buy, sell and deal in all seeds, agriculture produce, forest and non forest plants, trees of every description.*
- 4. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in all kinds of Bulk Drugs (API), pharmaceutical formulation, antibiotics, drugs, medicines, biological, nutraceuticals, IV Fluids parenteral water for injections and dietary supplement products, veterinary medicines and tinctures extracts and to carry on the business of bottling, repacking, processing of tablets, capsules, injections, syrups, ointments, etc and also to carry on the business of buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.*
- 5. To conduct research, development, in all kinds of bulk drugs, pharmaceuticals of every description, and / or demonstrate, application, biotechnological and biochemical processes and perform contract research in order to contribute to innovative process of technology development to put in continuous efforts in discovering and developing new products like diagnostic kits, vaccines, medicinal plants and extracts and active ingredients, industrial enzymes, biotech and medicinal formulations, nutrients, biopesticides, bioinsecticides, enzymes, and all types of animal feeds products and services.*
- 6. To act as technical consultants, managers, advisors in the field of manufacture of pharmaceuticals and medicines etc.*
- 7. To carry on the business of agriculture, plantation, growers, manufacturers, traders, cultivators, distributors, importers, exporters of agriculture produce of all descriptions like seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits, vegetable, seeds, all types of cereal, grains, pulses, food crops and herbal products and to undertake the activities for its processing, import, export, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide support services.*
- 8. To cultivate, grow, produce or deal in Bamboo Plantation, wooden and forest plants, agriculture produce and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers not limited to corn, hay, straw, seeds , feed stock for animals and dealers of agriculture produce and setting up ancillary production plants to utilize agriculture produces.*
- 9. To plant, grow, cultivate, produce and raise plantations of all kinds or varieties of forest and non forest plants, trees and crops and natural products of any kind and other agricultural or horticultural crops, oil seed plants, edible and non edible energy crops, medicinal or aromatic plants to be used in manufacturing of all kinds of animal feed and feed supplements.*
- 10. To set up Laboratory for all types of Animal Feed and feed supplements including physical and chemical tests as well as microbiological and mycotoxicological chemical tests of animal feed and feed supplements, animal feed mixtures, vitamin and mineral pre-mixtures, animal feeding stuffs of vegetal, animal and mineral origin, fats used in animal nutrition and biological samples.*

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it

may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

8. TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for time being in force), and the rules framed thereunder and subject to the approval of the Registrar of Companies, Punjab and Chandigarh, the consent and approval of the members be and is hereby accorded to amend and adopt the Objects Ancillary or Incidental to the Attainment of the Main Objects of Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT Clause III (B) of Memorandum of Association be and is hereby altered and substituted with the following;

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:

- 1. To receive contract amount in foreign currencies & repatriate the amount outside India.**
- 2. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.**
- 3. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise**
- 4. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.**
- 5. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.**
- 6. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.**
- 7. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, shades, offices, guest houses, employee accommodation, godowns, or other structures for housing and carrying on the businesses of the**

Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.

- 8. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.*
- 9. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.*
- 10. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.*
- 11. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.*
- 12. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.*
- 13. To adopt such means of making known the articles, goods, products, appliances Manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.*
- 14. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.*
- 15. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.*
- 16. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.*
- 17. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.*
- 18. To carry on research and development activities on all aspects related to the business and objects of the Company.*

19. *To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.*
20. *To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.*
21. *To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or installments or fees or royalties.*
22. *To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.*
23. *To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.*
24. *To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.*
25. *To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.*
26. *To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.*
27. *To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.*

- 28. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.**
- 29. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.**
- 30. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.**
- 31. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.**
- 32. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.**
- 33. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.**
- 34. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.**
- 35. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.**
- 36. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.**
- 37. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such**

other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

38. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

9. TO DELETE CLAUSE III(C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, the consent and approval of the members of the company be and is hereby accorded to delete the Other Object Clause i.e. clause III (C) of the Memorandum of Association of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

10. TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any of the companies Act, 2013 and rules framed thereunder, including any modification(s) thereto or reenactment thereof for the time being in force, subject to the approval of the competent authority, the consent of the members of the company be and is hereby accorded to alter the clause IV i.e liability clause of the memorandum of association of the company by substituting the existing clause IV with the following:

IV: The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

11. TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions, if any of the companies act, 2013 and rules framed thereunder, including any modification(s) thereto or reenactment thereof for the time being in force, subject to the approval of the competent authority the consent and approval of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association in substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

12. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Articles of Association and Section 13, 61 & 64 of the Companies Act, 2013 and other applicable provisions, if any, (including any Statutory modification or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional (new) 60,00,000 Equity Shares of Rs. 10/- each ranking pari-passu with the existing shares of the company.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 13 of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy shall
 - a) Be in writing and
 - b) Be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
3. A person can act as proxy on behalf of the member not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital carrying voting rights.
4. A member holding more than 10% of the total share capital carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members to authorize representative to attend the meeting through resolution.
6. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
7. All the documents including registers of Directors and KMP's and their shareholding (section 70), Register of contracts and arrangements(Section 189), Register of members and share transfer Book etc. are open for inspection during the business hours of the Company on all working days except Sundays and public Holidays at the registered office of the Company from 14th August, 2023 till the conclusion of Annual General Meeting.
8. Every member entitled to vote at the meeting of the company may inspect the proxies lodged at time during the business hours of the company provided not less than Three (3) days' notice in writing of the intention to do so is given to the company.
9. Members are requested to bring the attendance slips alongwith their copies of the Notice to the meeting.
10. Member who wishes to update or register their email addresses with the company may contact the Company at healthybiosciences118@gmail.com.

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

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

i) ITEM NO. 3:

TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

The members are informed that the Board of Directors of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Jasjot Singh as an Additional Director of the Company with effect from 26th July 2023. As per the provisions of Section 161(1) of the Act, Mr. Jasjot Singh holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

Therefore, the Board has decided to place the matter of regularization of appointment of Mr. Jasjot Singh as a Director, before the shareholders' for their approval. The Board considers that his association would be of immense benefit to the Company as he can manage and control the affairs of the company efficiently.

A brief profile of Mr. Jasjot Singh and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned below:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Jasjot Singh as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment	26/07/2023
3.	Category	Promoter/ Non-Executive Director
4.	Brief Profile/Expertise	He is having is having more than 13 years of experience in the field of domestic, Finance, Taxation as well as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements, Finance, Taxation. He has worked with Healthy Biosciences Pvt. Limited, venture with Patanjali Research Center. He has also set up a factory unit for manufacturing of cattle feed in Khanna, Punjab and served in the growth of the business.
5.	Qualification	He is qualified as Master in Business Administration (MBA) in Finance from Oxford University, U.K.

6.	List of other companies in which Directorship is held as on 26.07.2023	PUNJAB BIOTECHNOLOGY PARK LIMITED (CIN: U01100PB2004PLC027542) AJOONI BIOTECH LIMITED (CIN: L85190PB2010PLC040162) GILBERT KASALI PRIVATE LIMITED (CIN: U55101HP2023PTC010270)
7.	Chairman/ Member of The Committee of The Board Of the Other Companies	Ajooni Biotech Limited: Right Issue Committee
8.	Equity Shares held in the Company	Nil
9.	Disclosure of relationships between existing directors and new director	Not related to any director

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ii) ITEM NO. 4:

TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24

Your Company is interested in providing goods and services to the said parties mentioned below on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties at arm's length price. The proposed transactions will be based on actual price. The total value of the proposed transaction(s) could reach Rs. 20 Crores during financial year 2023-24 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

Whereas, Section 188 of the Companies Act, 2013 and the applicable Rules framed there under provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2023-24.

Related Party disclosures are required under the Accounting standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below: -

S. No.	Name of the Related Party	Nature of Relation	Nature of Transactions
01	M/s Ajooni Biotech Limited	Mr. Gursimran Singh, being Common Director of Ajooni Biotech Limited and Punjab Biotechnology Park Limited	Contract for purchase & sale of goods shall be on a continuous basis/ Inter-corporate loans and advances/ Rent received or paid
02	Mr. Gursimran Singh	Common Director of Ajooni Biotech Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
03	Mr. Jasjot Singh	Common Director of Ajooni Biotech Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
04	M/s Khanna Solvex	Common Partner/Director of Healthy Biosciences Private Limited and Khanna solvex	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
05	M/s Punjab Biotechnology Park Limited	Common Director of Punjab Biotechnology Park Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors

Thus, the approval of members is required to enter into such transactions. The Board of Directors recommends passing of the resolution as set out at item number 4 of the notice as an Ordinary Resolution.

iii) ITEM NO. 5:

TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY

In the interest of operational and administrative convenience, company proposes to keep and maintain the Statutory Register, records and copies of Annual Returns at the corporate office of the Company situated at D-118, industrial area, Phase-7, Mohali-160055, Punjab. Whereas, the provisions of Section 94 of the Companies Act, 2013, requires the consent and approval of the members of the company to keep the Statutory Register, records and copies of Annual Returns at the corporate office of the Company at a place other than its registered office.

The Board recommends the passing of the special resolution as set out under Item 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 5 of the Notice.

iv) **ITEM NO.6:**

TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY

As the shareholders are aware that the Company was incorporated on 26.06.2008 as a private Limited Company keeping in view the then financial projections. Whereas, it is expected that the company shall expand its operational and business activities at a macro level. Whereas, in order to meet the proportional expenditure on expansion, your Board of Directors has planned to increase the equity base of the company by issuing further shares to the public. On the other hand, the company being private limited is restricted to issue and allot shares of the Company to a limited number and not to the public, in order to enable the company to issue further shares to the public, you Board has recommended to convert the company into a public limited company.

Whereas, as per the provisions of Section 14(1) and other applicable provisions of Companies Act, 2013, consent and approval of the Members is required by way of passing a special resolution for converting the company from private limited to public limited.

Therefore your directors recommends the passing of a special resolution as set out under Item No 6 of the Notice by the members.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 6 of the Notice.

v) **ITEM NO.7**

TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The members are informed that in order to diversify the Company's present operations and to avail the opportunity at local and global level, the Company is planning to expand its business activities in line with the business activity i.e Manufacturing of Animal Feed and Feed Supplements. Accordingly, the company has decided to explore and diversify into the new area of business activities as detailed in the resolution. Whereas in order to carry out these activities, the objects as stated under Clause III (A) of the memorandum of Association of the company are required to be amended/alterd. Copies of Memorandum of Association of the Company together with the proposed alterations are made available for inspection by the Members of the Company at the Registered Office for inspection during normal business hours on all working days (Except Sunday).

Further, it is informed that the provisions of Section 13 of the Companies Act, 2013, require the consent of members of the company by means of a special resolution alteration of the Object Clause i.e. Clause III (A) of Memorandum of Association. Hence your Board recommends the passing of the proposed resolution as a special resolution for the alteration in the Object Clause of the Memorandum of Association of the company as set out at Item No. 7 of the accompanying Notice. None of the Directors/Members of the Company are concerned or interested in the proposed resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 7 of the Notice.

vi) ITEM NO. 8 & 9:

TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND TO DELETE CLAUSE III (C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The members are informed that company needs to alter the objects specified in Clause III (B) of the Memorandum of Association of the company by substituting the same with those as set out in the special resolution. The proposal to substitute the clauses is recommended as is required under the provisions of Section 13 of the Companies Act, 2013. Therefore, in order to comply with the provisions of Section 4(1)(C) of the Companies Act, 2013, it is proposed :

- (i) To Replace the existing Clause III (B) for the purpose of adopting matters which are necessary for furtherance of the objects specified in clause III(A).
- (ii) To delete the existing Clause III (C) i.e Other Objects Clause

As the provisions of Section 13 of the Companies Act, 2013, requires the consent of members of the company by means of a special resolution for alteration of the Object Clause i.e. Clause III (B), hence your Board recommends the passing of the proposed resolution as a special resolution for the alteration in the Object Clause of the Memorandum of Association of the company as set out at Item No. 8 & 9 of the accompanying Notice, for members' approval.

None of the Directors/Key Managerial personnel/Members of the Company are concerned or interested in the proposed resolution.

vii) ITEM NO. 10:

TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has recommended to replace The Liability clause of the MOA so as to clarify that the liability of the Members is limited to the amount unpaid on the shares so that it is in conformity with the provisions of the Act.

The draft Copies of the Memorandum of Association of the Company is made available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 10 of the Notice

viii) **ITEM NO. 11 :**

TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

As the members are aware that the Existing Articles of Association of the company are based on the Companies Act, 1956 and several regulations in the Existing AoA have references to specific sections of the previous Companies Act, 1956. Also some of the regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (New Act). Accordingly it is proposed to replace the entire existing AoA by a new Articles of Association which are drafted to be in compliance with the provision of the Companies Act, 2013. A copy of new set of Articles of Association is attached herewith for your reference.

Whereas, the provisions of section 14 of the Companies Act, 2013 requires the consent and approval of the members of the company for the amendment/substitution/replacement of the existing Articles of Association of the company. Hence the agenda item no. 11 is incorporated in the notice of the meeting. Your Board recommends the passing of resolution as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 11 of the Notice.

ix) **ITEM NO. 12:**

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

As your Company, in order to meet its growth objectives and to strengthen its financial position, requires to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the authorized share capital of the company. Accordingly, your Board of Directors in its meeting held on 26th August 2023, has decided to increase the authorised share capital from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional (new) 60,00,000/- Shares of Rs. 10/- each which shall ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The aforesaid amendment once approved by the members shall result in the amendment of Clause V of the Memorandum of Association so as to reflect the changed Authorised Share Capital as follows: .

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution No. 12 of the notice as an **Ordinary Resolution**.

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

HEALTHY BIOSCIENCES PRIVATE LIMITED

Regd. Office: Plot No. 986, Sector 82, Janta Industrial Estate, Mohali-160062, Punjab

CIN: U24296PB2008PTC032037, Email: healthybiosciences118@gmail.com

Contact: +91-172-5020758 to 769, Website: www.healthybiosciences.in

ATTENDANCE SLIP

(To be presented at the entrance)

Members Name	DP ID _____
Proxy Name	Folio No./Client ID _____

I/We hereby record my/our presence at the **15th ANNUAL GENERAL MEETING** of the Company held on Monday, 21st August, 2023 at 11.00 A.M. at the registered office of the Company situated at Plot No. 986, Sector 82, Janta Industrial Estate, Mohali-160062, Punjab.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/Proxy

Form No. MGT-11

Proxy form

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

CIN: U24296PB2008PTC032037

Name of the Company: HEALTHY BIOSCIENCES PRIVATE LIMITED

Registered office: Plot No. 986, Sector 82, Janta Industrial Estate, Mohali -160062, PUNJAB

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 15th Annual General Meeting of members of the Company, to be held on Monday, 21st August 2023 at 11.00 A.M. registered office of the Company at PLOT NO. 986, SECTOR 82, JANTA INDUSTRIAL ESTATE, MOHALI, PUNJAB 160062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business			
1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE AUDITORS AND THE BOARD OF DIRECTORS THEREON		
2	TO APPOINT M/S. NARINDER KUMAR AND COMPANY AS STATUTORY AUDITORS OF THE COMPANY FROM FINANCIAL YEAR		

	2023-24 TO FINANCIAL YEAR 2027-28		
SPECIAL BUSINESS			
3	TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY		
4	TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24		
5	TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY		
6	TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY		
7	TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
8	TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
9	TO DELETE CLAUSE III(C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		
10	TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
11	TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013		
12	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this day of..... 2023

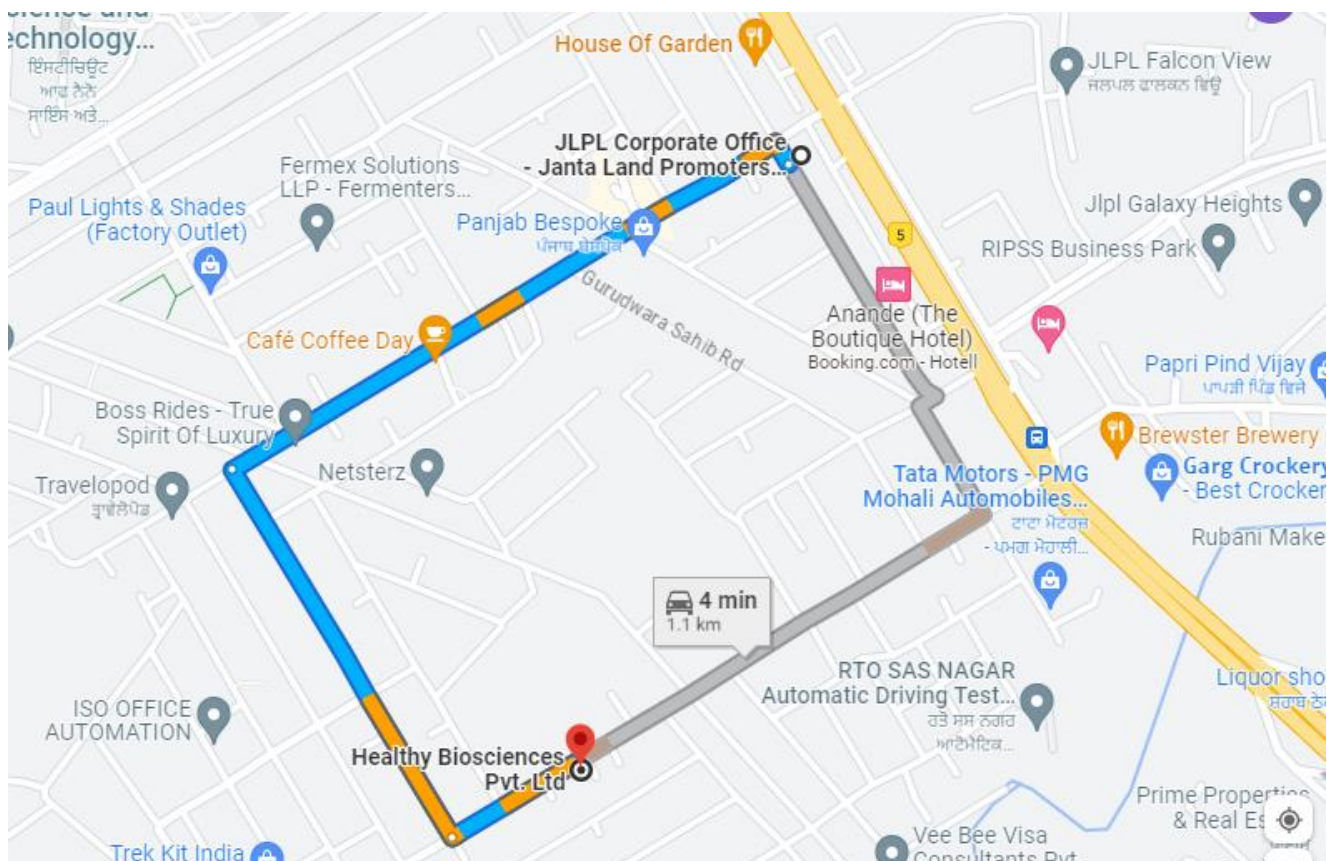
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ROUTE MAP TO VENUE



DIRECTOR'S REPORT

To
The Members
Healthy Biosciences Private Limited

Your Directors are pleased to present the 15th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS:

The highlights of the financial statement of your Company for the year under review along with previous year's figures are given as under: **(Amount in Rs.)**

Particulars	2022-23	2021-22
Revenue from Operations	4,97,19,447.00	51,94,091.00
Other Income	49,82,061.00	33,95,559.00
Total Income	5,47,01,508.00	85,89,649.00
Expenses	4,72,71,092.00	57,52,081.00
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	74,30,416.00	28,37,568.00
Less: Depreciation/ Amortization/ Impairment	29,13,027.00	0.00
Profit /loss before Finance Costs, Exceptional items and Tax Expense	45,17,389.00	28,37,568.00
Less: Finance Costs	5,04,959.00	17,83,564.00
Profit /loss before Exceptional items and Tax Expense	40,12,430.00	10,54,004.00
Add/(less): Exceptional items	0.00	0.00
Profit /loss before Tax Expense	40,12,430.00	10,54,004.00
Less: Tax Expense		
• Current Tax	6,65,811.00	0.00
• Deferred Tax	(2,19,530.00)	(9,64,562.00)
• MAT Credit Entitlement	0.00	0.00
Profit /loss for the year	31,27,090.00	89,442.00

2. REVIEW OF OPERATION:

During the financial year under review, the company has earned Total Income of Rs. 5,47,01,508/- as compared to the last year's Income of the Company amounted to Rs. 85,89,649/-. During the financial year

2022-23 the Company earned a profit of Rs. 31,27,090/- against the profit of Rs. 89,442/- during the previous year 2021-22. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business of the company.

4. DIVIDEND

Your Directors have not recommended any dividend for the Financial Year ended 31st March 2023.

5. TRANSFER TO RESERVES:

The company has transferred Rs. 31,27,090/- being the profit for the current financial year to Reserves & Surplus Account.

6. CHANGE OF NAME:

There is no change in the name of the Company during the year under review. However you're Company is going for Conversion into a Public Company subject to approval of Shareholders in the ensuing Annual General Meeting of the Company.

7. SHARE CAPITAL:

During the year under review, there has been no change in the share capital structure of the company.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

During the year under review, there has been no significant and material order passed by the regulators courts or tribunals impacting the going concern status and Company's operations in future.

10. DEPOSITS:

During the year under review, the Company has not accepted any Fixed Deposits from its Members in accordance with the provisions of Sections 73, 76 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

11. RELATED PARTY TRANSACTIONS:

During the Financial Year ended March 31, 2023, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis.

Form AOC-2 containing particulars of contracts or arrangements entered into by the Company with related parties referred in Section 188(1) of the Companies Act, 2013 is attached as '**Annexure - A**'. Details of related party transactions and related disclosures are given in the notes to the financial statements.

12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE/HOLDING COMPANIES:

The Company has no subsidiary, Joint ventures, Associate or Holding Companies as per the provisions of Companies Act, 2013 as on 31st March, 2023.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure B**'.

14.DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, there has been no change in Directorship of the Company. However there has been change in Key managerial Personnel as follow:

S.No	Name	Designation	Kind of Change	Date of Change
1	Mr. Jagkirat Singh	Company Secretary	Resignation	31.05.2022
2	Ms. Divya Taneja	Company Secretary	Appointment	10.11.2022

15. PARTICULARS OF EMPLOYEES

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

16. NUMBER OF BOARD MEETINGS

During the financial year 2022-23, the Board has met 9 (Nine) times during the financial year, the details of which are as under:

31.05.2022, 29.06.2022, 02.07.2022, 16.08.2022, 16.09.2022, 10.11.2022, 01.02.2023, 27.02.2023 and 30.03.2023.

Details of Attendance of Directors:

S.No.	Name of the Director	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Charanjit Singh Bhatia	9	9
2.	Mr. Gursimran Singh	9	9
3.	Mrs. Simmi Chhabra	9	9

Details of number of meeting attended by Directors:

S.No.	Date of Meeting	Number of Directors entitled to attend	Number of Directors attended
1.	31.05.2022	3	3
2.	29.06.2022	3	3
3.	02.07.2022	3	3
4.	16.08.2022	3	3
5.	16.09.2022	3	3
6.	10.11.2022	3	3
7.	01.02.2023	3	3
8.	27.02.2023	3	3
9.	30.03.2023	3	3

17. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY:

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

18. NOMINATION & REMUNERATION COMMITTEE POLICY AND MANAGERIAL REMUNERATION:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the company has not devised any policy relating to appointment of directors, payment of managerial remuneration, directors qualification, positive attributes, independence of directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

19. AUDITORS & AUDITORS REPORT:

At the Annual General Meeting of the Company held on 30.09.2018, M/s Harjeet Parvesh & Co., Chartered Accountants, having Firm Registration Number 017437N were appointed as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting of the Company to be held in the year 2023. Further, the Company received a letter of unwillingness from the Statutory Auditor of the Company for being appointed as Statutory Auditors of the company for further period.

The Board of Directors in its board meeting held on 26.07.2023 proposed M/s Narinder Kumar and Company, Chartered Accountants, Firm registration number 0030737N to be appointed as Statutory Auditors of the Company for a term of 5 years. In this regard, the Company has received a certificate from the Auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

In terms of the first provision of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, the appointment of M/s. Narinder Kumar and Company, Chartered Accountants (Firm Registration No. 0030737N) is recommended to the Shareholders for its approval in General Meeting by way of Ordinary Resolution.

Further there are no qualifications or observations or remarks made by the Auditors in their Report for the Financial Year ended on 31st March, 2023.

20. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts for the financial year ended on 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit and loss of the Company for that period;
3. That 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;
4. The Directors had prepared the annual accounts for the financial year ended 31st March, 2023 on a going concern basis; and
5. The Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively;
6. 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.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

22. ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS):

The Ministry of Corporate Affairs vide notification dated 16 February 2015 made it mandatory in a phased manner for adoption and applicability of Indian Accounting Standards (Ind AS) for companies other than Banking, Insurance and Non-Banking Finance Companies. Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 specifies the classes of companies which shall comply with the Ind AS in preparation of the financial statements. In accordance with clause (iii) of sub rule (1) of the Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, the compliance of Indian Accounting Standards was applicable and mandatory to the company for the accounting period beginning from 1 April 2017. The financial statements for the year under review have been prepared in accordance with the IND AS.

23. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

There was no fraud reported by the Auditors as prescribed under Sub Section (12) of Section 143 of the Companies Act, 2013 during the Financial Year under review.

24. SECRETARIAL AUDIT REPORT:

The provisions of Secretarial Audit Report are not applicable to our Company.

25. COMPLIANCE WITH SECRETARIAL STANDARDS:

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India(ICSI).

26. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

27. MAINTENANCE OF COST RECORDS:

The Company was not required to maintain Cost records as specified by the Central Government as Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

28. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

29. RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy to ensure coverage against internal and external threats to the business of the Company. The Management has perceived the business of the Company in such a manner which ensures proper risk management.

30. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in 'Annexure C' and is attached to this Report. The same is also available on weblink: <http://healthybiosciences.in/annual-return.php>

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the year under review, Company has not granted any loans or guarantees under Section 186 of the Companies Act, 2013. However Company has made investments under Section 186 of the Companies Act 2013. Details of investments are given in Note no. 2 of the financial statements.

32. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

33. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company was not required to transfer any amount to Investor Education and Protection Fund during the financial year ended on 31.03.2023.

34. DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH SCHEME FOR PROVISION OF MONEY FOR PURCHASE OF OR SUBSCRIPTION FOR SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES:

The disclosure under the provisions of Section 67(3) read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 in respect of voting rights not exercised directly by the employees in respect of shares to which scheme for provision of money for purchase of or subscription for shares by employees or by trustees for the benefit of employees is not applicable to the company.

35. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the period under consideration, no such proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016.

36.THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTELEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the period under consideration, no valuation was required to be made as there was no one time settlement with respect to the loans taken from Banks or financial institutions.

37. TRADE RELATIONS:

The Board wishes to place on record its appreciation for the support and co-operation that the Company received from its suppliers, distributors, retailers and other associates. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be Company's endeavor to build and nurture strong links based on mutuality, respect and co-operation with each other and consistent with customer interest.

38. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**By Order of the Board of Directors
Healthy Biosciences Private Limited**

Sd/-

sd/-

Place: Mohali

Date: 26.07.2023

Jasjot Singh

Additional Director

DIN - 01937631

**R/o: House No. 1768,Phase-3B2,
Mohali-160059**

Gursimran Singh

Director

DIN- 02209675

**R/o: S/o Tejwant Singh,
Collage Road, Near SBI,
Malerkotla (R), Sangrur-148023**

ANNEXURE 'A' TO DIRECTORS' REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014).

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	There are no such contracts or arrangements or transactions which are not at arm's length basis.
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.No.	Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the Contracts or arrangements or transactions including the value, if any	Date(s) of Approval by the board	Amount paid as Advances, if any.

1.	Ajooni Biotech Limited	1.Purchases 2. Rent received 3. Sale 4. other Expenses	Transactions in normal course of business.	Purchases: Rs. 77,87,261/- Rent received- Rs. 2,83,200/- Sale: 54,71,650/- Other Expenses: 12,00,000/-	16.08.2022	N.A.
2.	Prism Medico and Pharmacy Limited	1.Repayments made against purchases	Transactions in normal course of business.	Repayments against purchases: Rs. 27,16,300/-	16.08.2022	N.A.

**By Order of the Board of Directors
Healthy Biosciences Private Limited**

**Place: Mohali
Date: 26.07.2023**

**Sd/-
Jasjot Singh
Additional Director
DIN - 01937631
R/o: House No. 1768,Phase-3B2,
Mohali-160059**

**sd/-
Gursimran Singh
Director
DIN- 02209675
R/o: S/o Tejwant Singh,
Collage Road, Near SBI,
Malerkotla (R), Sangrur-148023**

ANNEXURE 'B' TO DIRECTORS' REPORT
Information under Section 134(3) (m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors

A. Conservation of energy-

1. the steps taken or impact on conservation of energy:

The Company undertakes on regular basis, steps suggested by the staff of the Company and workers for optimizing production as a measure of Conservation of Energy.

2. the steps taken by the Company for utilizing alternate sources of energy: NIL

3. the capital investment on energy conservation equipments: NIL

B. Technology absorption-

1. the efforts made towards technology absorption

The Company is having continuous access to latest technologies to keep abreast with the latest developments taking place and update the technology to meet the ever changing needs of the markets.

2. the benefits derived like product improvement, cost reduction, product development or import substitution: N.A.

3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.

4. the expenditure incurred on Research and Development: NIL

C. Foreign exchange Earnings - NIL

D. Foreign exchange Outgo—NIL

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Jasjot Singh
Additional Director
DIN - 01937631
R/o: House No. 1768, Phase-3B2,
Mohali-160059

sd/-
Gursimran Singh
Director
DIN- 02209675
R/o: S/o Tejwant Singh,
Collage Road, Near SBI,
Malerkotla (R), Sangrur-148023

ANNEXURE 'C' TO DIRECTORS' REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2023

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U24296PB2008PTC032037
2.	Registration Date	26/06/2008
3.	Name of the Company	Healthy Biosciences Private Limited
4.	Category/Sub-category of the Company	Private Company Limited by shares/Indian Non –Government Company.
5.	Address of the Registered office & contact details	Plot No. 986, Sector 82, Janta Industrial Estate, Mohali – 160062 Contact:+91-172-5020758 to 769; Email ID: healthybiosciences118@gmail.com
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Retail trading of cattle feed	74999	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- NIL

Sl. no.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING /SUBSIDIARY/ ASSOCI	% OF SHARES HELD	With Effect From	APPLICABLE SECTION
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-----N.A.-----

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 31.03.2022)				No. of Shares held at the end of the year (as on 31.03.2023)				% Change during the year
	De ma t	Physical	Total	% of Tot al Sha res	De ma t	Physical	Total	% of Tot al Sha res	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	80,62,000	80,62,000	80.62	-	80,62,000	80,62,000	80.62	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	19,38,000	19,38,000	19.38		19,38,000	19,38,000	19.38	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	1,00,00,000	1,00,00,000	100		1,00,00,000	1,00,00,000	100	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									

c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others Firm (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign									

Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		1,00,00,000	1,00,00,000	100		1,00,00,000	1,00,00,000	100	0

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (as on 31.03.2022)			Shareholding at the end of the year (as on 31.03.2023)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Punjab Biotechnology Park Limited	19,38,000	19.38	-	19,38,000	19.38	-	-
2.	Parmjeet Kaur	10,80,000	10.80	-	1080000	10.80	-	-
3.	Ishneet Kaur	15,60,000	15.60	-	1560000	15.60	-	-
4.	Jasjot Singh (Authorised Representative Khanna Solvex)	19,00,000	19.00	-	1900000	19	-	-
5.	Gurmeet Singh	-	-	-	19,22,000	19.22	-	+19.22

6.	Sehejbir Singh Bhatia	19,22,000	19.22	-	-	-	-	-19.22
7.	Gursimran Singh	15,20,000	15.20	-	15,20,000	15.20	-	-
8.	Upneet Kaur	80,000	0.80	-	80,000	0.80	-	-

(iii) Change in Promoters' Shareholding :

S.No	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Sehejbir Singh Bhatia	19,22,000	19.22	27.02.2023	Transfer of shareholding	Decrease in 19,22,000	(19.22)	0	0
2	Gurmeet Singh	0	0	27.02.2023	Transfer of shareholding	Increase in Shareholding by 19,22,000 Shares	+19.22	19,22,000	19.22

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): NIL

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	At the beginning of the year	-	-	-	-

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-			
	At the end of the year	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sr . N o	Director's, KMP / Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Charanjit Singh Bhatia	0	0	0	0	0	0	0
2.	Gursimran Singh	15,20,000	15.20	0	15,20,000	15.20	0	0
3.	Simmi Chhabra	0	0	0	0	0	0	0
4.	Divya Taneja (CS)	0	0	0	0	0	0	0

IV. INDEBTEDNESS –

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	26,76,279.00	-	26,76,279.00
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.00	26,76,279.00	-	26,76,279.00
Change in Indebtedness during the financial year				
* Addition	50,39,443.00	1,37,700.00	-	51,77,143.00
* Reduction	-	-	-	-
Net Change	50,39,443.00	1,37,700.00	-	51,77,143.00
Indebtedness at the end of the financial year				
i) Principal Amount	50,39,443.00	28,13,979.00	-	78,53,422.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50,39,443.00	28,13,979.00	-	78,53,422.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD , Whole-time Directors		Total Amount (Rs.)
		CHARANJIT SINGH BHATIA (DIRECTOR)	SIMMI CHHABRA (DIRECTOR)	
1	Gross salary	4,80,000.00	-	4,80,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	4,80,000.00	-	4,80,000.00
	Ceiling as per the Act	-	-	-

B. Remuneration to other directors: NIL

SN.	Particulars of Remuneration	Name of Directors	Total
-----	-----------------------------	-------------------	-------

				Amount in Rs.
1	Independent Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others	-	-	-
	Total (1)	-	-	-
2	Other Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, , REMUNERATION	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		Jagkirat Singh (CS) w.e.f. 01/04/2022-31.05.2022	Divya Taneja (CS) w.e.f 10/11/2022-31.03.2023	CFO	Total
1	Gross salary	68,286.00	1,47,172.00	-	2,15,458.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	68,286.00	1,47,172.00	-	2,15,458.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A.Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C.Other Officers In Default					
Penalty					
Punishment					
Compounding					

**By Order of the
Board of Directors
Healthy Biosciences Private Limited**

Sd/-

sd/-

**Place: Mohali
Date: 26.07.2023**

**Jasjot Singh
Additional Director
DIN - 01937631
R/o: House No. 1768,Phase-3B2,
Mohali-160059**

**Gursimran Singh
Director
DIN- 02209675
R/o: S/o Tejwant Singh,
Collage Road, Near SBI,
Malerkotla (R), Sangrur-148023**

Independent Auditor's Report

To

The Members of M/s HEALTHY BIOSCIENCES PRIVATE LIMITED

Opinion

We have audited the accompanying standalone financial statements of **M/s HEALTHY BIOSCIENCES PRIVATE LIMITED** which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss(statement of changes in equity),Cash Flow Statement for the year then ended,notes to the financial statements and a summary of significant accounting policies and other explanatory information.These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit, (changes in equity) for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and our opinion on these matters is as follows:

Previous year's depreciation expense amounting Rs 89,34,392/- is charged during year in Reserves and surplus as adjustment for prior period expense which were not charged in previous years as according to management there is no business carried on by the company during those years except for trading activities and assets were not put to use. This has caused reduction in general reserves and retained earnings.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility for the audit of the Standalone Financial Statements

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

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

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 of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - 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.

For Harjeet Parvesh & Co.
Chartered Accountants
FRN: 017437N

Date: 20/05/2023
Place: MOHALI

UDIN : 23547759BGROFC3102

Sd/-
CA Konica Madan (PARTNER)

Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

(d) The company has not revalued its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 and rules made there under.

2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and according to our opinion is reasonable having regard to the size of the company and nature of its business. There were No Discrepancies noticed on physical verification of the inventory.

(b) The quarterly returns or statements filed by company with banks or financial institutions are in agreement with the books of accounts.

3) a) The Company has not granted any loans or provided any advances in nature of Loans , secured or unsecured to Companies , firms , Limited Liability Partnerships or any other party, advances provided are in nature to purchase immovable property and not included in above nature. However the company had opening balances of advances provided to following parties:

M/s Diamond Global Links : Rs 89,12,831/-

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) According to the information and explanation given to us, there are no transactions which have been surrendered or disclosed as income during the year in tax assessment under Income tax Act ,1961.

9) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

a) The company has not been declared a wilful defaulter by any bank or financial institution or any other lender.

b) The term loans been used for the object for which they were obtained.

- c) The Company has not used funds raised for a short term basis for long term purposes.
- d) The company has not raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures.
- e) The company has not raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies.

10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause (x) of the Order are not applicable to the Company and hence not commented upon.

11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) In our opinion, the provisions of section 138, of Companies Act 2013 are not applicable to the company , hence it is not required to have an internal auditor appointed Accordingly, the provisions of clause (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and 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. Accordingly, the provisions of clause (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.

17) In our opinion, the company has not incurred any cash losses in the financial year and in any preceding financial year.

18) There is no resignation of the statutory auditor during the year, accordingly, the provisions of clause (Xviii) of the Order are not applicable to the Company and hence not commented upon.

19) In our opinion, on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of Board of directors and management's plans no material uncertainty exists as on date of audit report that company is not capable of meeting its liabilities at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20) In our opinion, the Provisions of Section 135(5) Of the Companies Act are not applicable to the company, the provisions of clause (xx) of the Order are not applicable to the Company and hence not commented upon.

21) In our opinion the financial statements are stand alone statement and consolidation is not required, the provisions of clause (xxi) of the Order are not applicable to the Company and hence not commented upon.

For Harjeet Parvesh & Co.
Chartered Accountants
FRN: 017437N

DATE: 20/05/2023
PLACE : MOHALI

Sd/-
CA Konica Madan(PARTNER)
M.No 547759

UDIN : 23547759BGROFC3102

Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/sHEALTHY BIOSCIENCES PRIVATE LIMITED

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

We have audited the internal financial controls over financial reporting of M/sHEALTHY BIOSCIENCES PRIVATE LIMITED (“the Company”) as of March 31, 2023 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023.

**For Harjeet Parvesh & Co.
Chartered Accountants
FRN: 017437N**

**DATE: 20/05/2023
PLACE : MOHALI**

**Sd/-
CA Konica Madan(PARTNER)
M.No 547759**

UDIN : 23547759BGROFC3102

HEALTHY BIOSCIENCES PRIVATE LIMITED			
BALANCE SHEET			
AS AT 31ST MARCH, 2023			
Rs in Lacs			
PARTICULARS	NOTES	31ST MARCH 2023	31ST MARCH 2022
I. ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	1	818.38	891.05
(b) Capital Work In Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets Under Development		-	-
(g) Biological Assets other than Bearer Plants		-	-
(h) Financial Assets			
(1) Investments	2	134.08	313.06
(2) Trade Receivables		-	-
(3) Loans		-	-
(4) Other Financial Assets		-	-
(i) Deferred Tax Asset (net)		-	-
(j) Other Non Current Assets	3	3.36	2.41
(2) Current Assets			
(a) Inventories	4	61.91	62.83
(b) Financial Assets			
(1) Investments		-	-
(2) Trade Receivables	5	229.64	17.60
(3) Cash & Cash Equivalent	6	18.77	14.79
(4) Bank Balances other than (iii) above		-	-
(5) Loans	7	239.25	151.68
(6) Other Financial Asset		-	-
(c) Current Tax Assets (net)		-	-
(d) Other Current Asset	8	4.61	16.27
TOTAL Rs.		1,510.01	1,469.70
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	9	1,000.00	1,000.00
(b) Other Equity	10	251.75	95.30
(2) Non- Current Liabilities			
(a) Financial Liabilities			
(1) Borrowings	11	39.87	-
(2) Trade Payables		-	-
(3) Other Financial Liabilities		-	-
(b) Provisions		-	-
(c) Deferred Tax Liability (net)	24	28.97	26.77
(d) Other Non Current Liabilities			
(3) Current Liabilities			
(a) Financial Liabilities			
(1) Borrowings	11	38.66	26.76
(2) Trade Payables	12	45.42	273.03
(3) Other Financial Liabilities			
(b) Other Current Liabilities	13	97.18	46.83
(c) Provisions	14	1.50	1.02
(d) Current tax liabilities (Net)		6.66	
TOTAL Rs.		1,510.01	1,469.70
NOTES ON ACCOUNTS			
NOTE '1' TO '14' AND NOTE '23'			
FORM INTEGRAL PART OF THE BALANCE-SHEET			
FOR AND ON BEHALF OF THE BOARD		AUDITOR'S REPORT	
sd/-	sd/-	sd/-	As per our report of even date
Charanjit Singh Bhatia	Cursimran Singh	Divya Taneja	For HARJEET PARVESH & Co
DIRECTOR	DIRECTOR	CS	CHARTERED ACCOUNTANTS
DIN : 01954419	DIN : 02209675		FRN:017437N
			sd/-
			CA KONICA MADAN
			PARTNER
			M.No 547759
DATE : 20.05.2023			
PLACE : MOHALI			
UDIN: 23547759BGROFC3102			

<p style="text-align: center;">HEALTHY BIOSCIENCES PRIVATE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023</p>			
Rs in Lacs			
PARTICULARS	NOTES	31ST MARCH 2023	31ST MARCH 2022
INCOMES :			
I) Revenue from Operations	15	497.19	51.94
II) Other Income	16	49.82	33.96
III)	TOTAL Incomes Rs.	547.02	85.90
	(I+II)		
IV) EXPENSES :			
Cost of Material Consumed including Purchases	17	424.54	42.00
Change in Inventories of Finished Goods,Work-in-Progress and Stock-in-Trade	18	19.75	0.50
Employee Benefit Expenses	19	22.31	8.49
Finance Cost	20	5.05	17.84
Depreciation & Amortization Expense		29.13	
Other Expenses			
Operating Expenses	21		0.45
Administrative Expenses	22	6.11	6.08
	TOTAL Expenses Rs.	506.89	75.36
	(IV)		
V) NET PROFIT BEFORE EXCEPTIONAL ITEMS	(I-IV)	40.12	10.54
VI) less : Exceptional Items			
VII) NET PROFIT BEFORE TAX	(V-VI)	40.12	
VIII) TAX EXPENSE			
(a)Current Tax		6.66	
(b) Deferred Tax	24	-2.20	-9.65
IX)PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS	(VII-VIII)	31.27	0.89
X) PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS		-	-
XI) TAX EXPENSE OF DISCONTINUED OPERATIONS		-	-
XII) PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS AFTER TAX	(X-XI)	-	-
XIII) PROFIT FOR THE PERIOD	(IX+XII)	31.27	0.89
OTHER COMPREHENSIVE INCOME			
<i>Items that will not be classified to Profit and loss:</i>	2		
Changes in Fair value of FVOCI Equity Instruments		21.85	147.76
profit/Loss on sale of shares		193.34	
XIV)OTHER COMPREHENSIVE INCOME FOR THE YEAR		215.18	147.76
XV) TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(XIII+XIV)	246.45	148.65
XVI) EARNINGS PER SHARE (For continuing operations)	23		
Basic		0.03	0.001
-Diluted		0.03	0.001
XVII) EARNINGS PER SHARE (For discontinued operations)			
Basic		-	-
-Diluted			
XVIII) EARNINGS PER SHARE (For discontinued and continuing operations)			
Basic		0.03	0.001
-Diluted		0.03	0.001
NOTES ON ACCOUNTS			
NOTE '16' TO '22' AND NOTE '23'			
FORM INTEGRAL PART OF THE ACCOUNT			
FOR AND ON BEHALF OF THE BOARD			
AUDITOR'S REPORT			
As per our report of even date			
For HARJEET PARVESH & Co			
CHARTERED ACCOUNTANTS			
FRN :017437N			
sd/-	sd/-	sd/-	
Charanjit Singh Bhatia	Gursimran Singh	Divya Taneja	
DIRECTOR	DIRECTOR	CS	
DIN : 01954419	DIN : 02209675		
DATE : 20.05.2023			
PLACE : MOHALI			
UDIN: 23547759BGRFC3102			
sd/-			
CA Konika Madan			
PARTNER			
Mno 547759			

HEALTHY BIOSCIENCES PRIVATE LIMITED		
Cash Flow Statement for the year ended 31st March 2023		
Particulars	Year ended 31st March 2023 Amount	Year ended 31st March 2022 Amount
A. Cash Flow from Operating Activities:		
Profit before tax for the year	40.12	10.54
Adjustments for :		
Interest Expense	5.05	17.84
Profit on sale of Fixed Asset	-7.32	
Dividend income	-0.04	
depreciation charged	29.13	
Operating Profit Before Prior Period Items and Working Capital Changes	66.94	28.38
Operating Profit Before Working Capital Changes	66.94	28.38
Adjustments for:		
Trade and Other Receivables	-212.04	-17.60
Inventories	0.92	0.50
Loans and Advances	-87.57	295.80
Current assets	11.66	-1.94
Other Current Liabilities	50.83	-60.31
Trade and Other Payables	-227.60	6.60
Cash Generated from Operations	(396.85)	251.42
Income Tax Paid		
Net Cash from Operating Activities	(396.85)	251.42
B. Cash Flow from Investing Activities:		
Sale of Fixed Assets/ Capital Work-In-Progress	40.65	
Purchase of Fixed Asset	-79.79	
Investments made	-106.33	-4.77
Investments sold	500.49	
Dividend Received	0.04	
Security	-0.95	-0.08
Net Cash (used)/Generated in Investing Activities	354.11	-4.85
C. Cash Flow from Financing Activities:		
Proceeds/(Repayment) of Long Term Borrowings	39.87	-37.81
Proceeds/(Repayment) of Short Term Borrowings	11.90	-193.00
Interest Paid	-5.05	-17.84
Net Cash (Used)/Generated in Financing Activities	46.72	-248.64
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	3.98	(2.07)
Opening Cash and Cash Equivalents	14.79	16.86
Closing Cash and Cash Equivalents	18.77	14.79
<div> <div>FOR HEALTHY BIOSCIENCES PRIVATE LIMITED</div> <div>As per our separate report of even date attached For Harjeet Parvesh & Co. Chartered Accountants</div> </div> <div> <div>sd/-</div> <div>Charanjit Singh Bhatia</div> <div>DIRECTOR</div> <div>DIN : 01954419</div> <div>DATE : 20.05.2023</div> <div>PLACE : MOHALI</div> <div>UDIN: 23547759BGROFC3102</div> </div> <div> <div>sd/-</div> <div>Gursimran Singh</div> <div>DIRECTOR</div> <div>DIN : 02209675</div> </div> <div> <div>sd/-</div> <div>Divya Taneja</div> <div>CS</div> </div> <div> <div>sd/-</div> <div>CA Konica Madan</div> <div>M.No 547759</div> </div>		

HEALTHY BIOSCIENCES PRIVATE LIMITED

AS AT 31ST MARCH, 2023

NOTE 01 : FIXED ASSETS

BLOCK	PARTICULARS	GROSS BLOCK	DEPRECIATION									NET BLOCK	
		Balance as at 01-04-2022	Additions during the Year	Sales / Adjustment During the year	Balance as at 31-03-2023	Upto 01-04-2022	Previous Year Depreciation	During the Year	Sales / Adjustment During the year	Transferred to Retained Earnings	Total as at 31-03-2023	As at 31-03-2023	As at 31-03-2022
BLOCK I	<u>LAND & BUILDING</u>												
	- Land	446.38			446.38						0.00	446.38	446.38
	- Building	49.39			49.39	7.36	3.81	1.21			12.38	37.01	42.03
BLOCK II	<u>FURNITURE & FIXTURE</u>												
	- Furniture & Fittings	15.89			15.89	6.93	2.32	0.63			9.88	6.01	8.96
BLOCK III	<u>MOTOR VEHICLES</u>												
	- Vehicles	34.81			34.81	14.82	6.31	1.62			22.76	12.05	19.99
	- car		79.79		79.79			7.11			7.11	72.68	
BLOCK IV	<u>PLANT & MACHINERY</u>												
	- Plant & Machinery	430.33		49.59	380.74	69.15	71.50	18.55	22.72		136.49	244.25	361.18
	- Lab Equipement	4.08		4.08		0.82	0.84		1.67			0.00	3.26
	- Tools & Dies	7.01		7.01		3.86	1.60		5.46			0.00	3.15
	- Electric Installation	4.39		4.39		1.03	0.87		1.90			0.00	3.36
BLOCK V	<u>OFFICE EQUIPMENTS</u>												
	- Office Equipment	12.90			12.90	10.26	2.01			0.63	12.90	0.00	2.64
BLOCK VI	<u>COMPUTERS</u>												
	- Computer	2.94			2.94	2.84	0.07			0.03	2.94	0.00	0.10
	TOTAL (A)	1,008.13	79.79	65.07	1,022.84	117.07	89.34	29.13	31.74	0.66	204.46	818.38	891.05
	PREVIOUS YEAR	1,008.13	1,008.13	0.00	1,008.13	117.07		0.00		0.00	117.07	891.05	891.05

HEALTHY BIOSCIENCES PRIVATE LIMITED
AS AT 31ST MARCH, 2023
NOTE '1' TO '23' ANNEXED TO AND FORMING PART OF THE
BALANCE SHEET AS ON 31ST MARCH, 2023 AND STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED ON THAT DAY

		Rs in Lacs				
PARTICULARS	31ST MARCH 2023	31ST MARCH 2022				
<u>NOTE : 2 - NON CURRENT INVESTMENTS</u>						
<u>Quoted Shares</u>						
Ajooni Biotech Limited	90.23	304.46				
22,84,244 shares including 2,32,296 bonus shares split into 11,61,480 shares and rights issue shares 11,22,764						
M.V @31.03.2023= 3.95 Rs per share						
Radhika Jeweltech	5.85	8.60				
3950 shares , M.V @31.03.2023 = 148.05						
Pritika Auto Industries Limited	38.00	0.00				
800000 shares under Beneficiary- Preferential Quota						
M.V @31.03.2023= 4.75 Rs per share						
TOTAL Rs.	134.08	313.06				
<u>NOTE :3-OTHER NON CURRENT ASSETS</u>						
Securities						
-Electricity (PSEB)	2.49	2.41				
Diamler	0.88					
TOTAL Rs.	3.36	2.41				
<u>NOTE : 4-INVENTORIES</u>						
(As per inventories taken, valued and certified by the management)						
Finished Goods / Traded Goods/ Raw Material	61.91	62.83				
TOTAL Rs.	61.91	62.83				
<u>NOTE 5 - TRADE RECEIVABLES</u>						
Sundry Debtors	229.64	17.60				
TOTAL Rs.	229.64	17.60				
Particulars	Outstanding for following periods from due date of payment/Transaction					(IN RS. LAKHS)
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	TOTAL
(i) Undisputed Trade receivables - considered good	229.64					229.64
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						
<u>NOTE : 6- CASH & CASH EQUIVALENTS</u>						
Bank Balances	1.49	0.74				
Cash in Hand	17.28	14.05				
TOTAL Rs.	18.77	14.79				

HEALTHY BIOSCIENCES PRIVATE LIMITED				
AS AT 31ST MARCH, 2023				
PARTICULARS	31ST MARCH 2023	31ST MARCH 2022		
NOTE : 7- SHORT TERM LOANS & ADVANCES				
Tax Collected at Source 19-20		0.72		
Tax Collected at Source 20-21		1.30		
Tax Collected at Source 21-22		1.45		
Tax Collected & Deducted at Source 22-23	4.72			
Prepaid Expenses	0.40	0.00		
Other Advances	234.13	148.22		
TOTAL Rs.	239.25	151.68		
NOTE :08- OTHER CURRENT ASSETS				
Recoverable from Govt. Authorities (Excise & Vat)	-	13.61		
Deposit - Against VAT Demand	2.25			
MAT Credit	2.36	2.36		
Rent recoverable				
-Jay Cee Strips & Fastners Pvt. Ltd.	-	0.30		
TOTAL Rs.	4.61	16.27		
Rs in Lacs				
PARTICULARS	31ST MARCH 2023	31ST MARCH 2022		
NOTE : 9- SHARE CAPITAL				
AUTHORISED				
1,00,00,000 Equity Shares of Rs. 10/ each	1,000.00	1,000.00		
ISSUED, SUBSCRIBED AND PAID UP				
1,00,00,000 Equity Shares Of Rs. 10/- Each Fully Paid Up	1,000.00	1,000.00		
TOTAL Rs.	1,000.00	1,000.00		
(c)Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period				
	As at 31st March,2023		As at 31st March,2022	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	1,00,00,000.00	10,00,00,000.00	1,00,00,000	10,00,00,000
Add: Equity Shares allotted during the year		-		
Equity Shares at the end of the year	1,00,00,000.00	10,00,00,000.00	1,00,00,000	10,00,00,000
Shareholders holding more than 5 % shares				
	No. of Equity shares	% of Holding		
Punjab Biotechnology Park Limited	1938000	19.38		
Parmjeet Kaur	1080000	10.80		
Ishneet Kaur	1560000	15.60		
Gurmeet Singh	1922000	19.22		
Jasjot Singh	1900000	19.00		
Gursimran Singh	1520000	15.20		
Shareholders holding by Promoters at the end of the year				
	No. of Equity shares	% of Holding	% change during year	
Punjab Biotechnology Park Limited	1938000	19.38	-	
Paramjit Kaur	1080000	10.80	-	
Ishneet Kaur	1560000	15.60	-	
Sehejbir Singh Bhatia			-100%	
Jasjot Singh	1900000	19.00	-	
Gursimran Singh	1520000	15.20	-	
Upneet Kaur	80000	0.80	-	
Gurmeet Singh	1922000	19.22	100%	
* Sehejbir Singh Bhatia transferred19,22,000 shares to Mr Gurmeet Singh dated 27.02.2023				

HEALTHY BIOSCIENCES PRIVATE LIMITED
AS AT 31ST MARCH, 2023

PARTICULARS **31ST MARCH 2023** **31ST MARCH 2022**

NOTE : 10- OTHER EQUITY

TOTAL Rs. **251.75** **95.30**

PARTICULARS	general reserve & retained earnings (in Rs)	Items of OCI(In Rs)	Total Other Equity
Balance on 1.04.2021	-53.36	-	-53.36
Profit for the year	0.89		0.89
Items of Other Comprehensive Income		147.76	147.76
Balance on 31.03.2022	(52.46)	147.76	95.30
Balance on 1.04.2022 before adjustments	(52.46)	147.76	95.30
T/f from fixed assets	-0.66		(0.66)
Adjustments for prior period	-89.34		(89.34)
Profit for the year	31.27		31.27
Items of Other Comprehensive Income		215.18	215.18
Balance on 31.03.23	(110.54)	362.94	251.75

NOTE : 11a- LONG TERM BORROWINGS

Daimler Financial services 50.39
less instalments due within 12 months -10.52

TOTAL Rs. **39.87** **0.00**

NOTE : 11b- SHORT TERM BORROWINGS

HDFC Bank - 459

* Credit facility sanctioned for Rs 1,50,00,000/- (one crore fifty Lacs)

Primary security :

Building at D-118, Industrial Area Phase-7 Mohali,

Collateral Security

Personal Guarantee of Directors

Daimler Financial services 10.52
instalments due within 12 months

Unsecured Borrowings **28.14** **26.76**

-Pritika Auto Industries Limited

TOTAL Rs. **38.66** **26.76**

HEALTHY BIOSCIENCES PRIVATE LIMITED
AS AT 31ST MARCH, 2023

Rs in Lacs

PARTICULARS **31ST MARCH 2023** **31ST MARCH 2022**

NOTE : 12 - TRADE PAYABLES

Sundry Creditors	45.42	273.03
TOTAL Rs.	45.42	273.03

Sno	Particulars	Outstanding for following periods from due date of payment/Transaction				TOTAL
		0-1 years	1-2 years	2-3 Years	More than 3 years	
1	MSME					
2	Others		45.42		-	45.42
3	Disputed					
	Disputed-MSME					
	Disputed-Others					

NOTE :13 - OTHER CURRENT LIABILITIES

Other Payable's		
Statutory Remittance	9.17	1.35
Advances -Others	-	37.28
Security-Rent	5.50	5.50
Cheques Pending Encashment	80.25	2.70
Imprest - Director	2.25	
TOTAL Rs.	97.18	46.83

NOTE : 14 - SHORT TERM PROVISIONS

Provision for Expenses	1.50	1.02
TOTAL Rs.	1.50	1.02

NOTE : 15- REVENUE FROM OPERATIONS

Sale of Products:		
(i) Domestic Sales (Tax Free)	497.19	51.94
TOTAL Rs.	497.19	51.94

NOTE : 16 - OTHER INCOME

(i) Rent Received	39.94	33.86
(ii) Dividend Received	0.04	0.01
(iii) Interest	2.47	0.08
(iv) Round off	0.00	0.00
v) Discount Received	0.05	
vi) Profit on sale of Fixed Asset	7.32	
TOTAL Rs.	49.82	33.96

NOTE :17 COST OF MATERIAL CONSUMED

Purchases of Raw material & Packing Material	443.36	42.00
closing stock of Raw Material	18.82	
TOTAL Rs.	424.54	42.00

NOTE 18- CHANGE IN INVENTORIES

Finished Goods / Traded Goods

Opening Stock of Finished Goods	20.19	11.26
Opening Stock of Traded Goods	11.26	20.69
LESS:		
Closing Stock Bath Fittings		
Closing stock of Trading Goods	11.26	20.19
Closing Stock of Finished goods	0.44	11.26
TOTAL Rs.	19.75	0.50

HEALTHY BIOSCIENCES PRIVATE LIMITED
AS AT 31ST MARCH, 2023

PARTICULARS	31ST MARCH 2023	31ST MARCH 2022
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NOTE : 19 - EMPLOYEE BENEFIT EXPENSE

(i) Salary, Wages & Allowances	22.31	8.49
<i>(including Remuneration to Directors)</i>		
TOTAL Rs.	22.31	8.49

NOTE : 20. - FINANCE COST

Interest Charges	4.97	17.80
Bank Charges	0.08	0.04
TOTAL Rs.	5.05	17.84

NOTE : 21 - OTHER OPERATING EXPENSES

Electricity, Power & Water		0.45
TOTAL Rs.	0.00	0.45

NOTE : 22 ADMINISTRATIVE EXPENSES

Telephone, Fax & Internet	0.43	0.43
Advertisement & Publicity		0.17
Postage & Telegram	0.00	0.00
Audit Fee	0.35	0.30
Legal & Professional Charges	0.69	0.68
Insurance Charges	1.71	0.65
Rate, Fees & Taxes	0.23	3.36
Membership & Subscription	0.04	0.00
Travelling & Conveyance	0.77	0.00
Repair & Maintenance	0.22	0.44
Share Charges	0.25	0.00
Miscellaneous Expenses	1.42	0.05
TOTAL Rs.	6.11	6.08

HEALTHY BIOSCIENCES PRIVATE LIMITED
NOTE :23- NOTES ON ACCOUNTS & ACCOUNTING POLICIES

Forming part of Balance Sheet and Statement of Profit and Loss
For the Year ended 31st March, 2023

Note 23

A. SIGNIFICANT ACCOUNTING POLICIES :-

The following disclosure of accounting policies is made in pursuance of the recommendation of the Accounting standards Boards of the Institute of Chartered Accountants of India on 'Disclosure of Accounting Policies'.

a) System of Accounting :

The company has adopted Indian Accounting Standards (IndAS) as notified by the Ministry of Corporate Affairs with effect from 01st April 2017, with a transition date of 01st April 2016. The adoption of IndAs has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS Standards and interpretations that are issued and effective for the First Ind AS Financial Statements, be applied retrospectively and consistently for all financial years presented.

b) Basis of preparation

Statement of compliance

These Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

Functional and presentation currency : These financial statements are presented in Indian Rs., which is also the Company's functional currency

Historical cost convention

The financial statements have been prepared under historical cost convention on accrual basis, unless otherwise stated. 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.

c) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification

An asset is treated as current when:

- i) It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- ii) It is held primarily for the purpose of trading;
- iii) It is expected to be realized within twelve months after the reporting Period; or
- iv) It is cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting Period

The Company classifies all other assets as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle;
- ii) It is held primarily for the Purpose of trading;
- iii) It is due to be settled within twelve months after reporting period; or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting Period'

The Company classifies all other liabilities 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 for processing and their realization in cash and cash equivalents, the company recognises 12 month as its operating cycle for the purpose of current -non-current classification of assets and liabilities

d) Property, plant and equipment (PPE) and Intangible assets

Depreciation is provided on Written Down Value method assuming residual value as 5% over the useful lives of assets estimated by the Management. at the rates specified in Part C of Schedule II of the Companies Act 2013 on Pro rata basis and the Assets having the Value up to Rs 5000.00 have been depreciated at the rate of 100%,

Freehold land is not depreciated.

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

e) Inflation :

Assets & Liabilities are recorded at historical cost to the company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

f) Valuation of Inventory

FIFO method of Stock valuation has been adopted by the company. Stock of raw material, stores & spares are valued at cost whereas stock of finished goods is valued at cost or net realisable value whichever is lower.

g) Events Occurring After the Valuation Date

Events occurring after the date of Balance Sheet, are considered up to date of finalisation of accounts, wherever material.

h) Use Of Estimates

The preparation of the financial statements in conformity with INDAS requires management to make estimates and assumption that affect the reported balances of assets and liabilities and discloser relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the company to estimates the efforts or cost expended to date as a proportion to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligation under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

i) Recognition Of Income & Expenditure

- i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured in compliance with IND AS-18
- ii) Sales are recognised as & when the goods are supplied and net of GST. However rebate & discount is being separately shown as other income.
- iii) Expenses are accounted for on accrual basis and provision is made for all known losses and expenses.

j) Employee's Benefits

The retirement benefits of the employees include Gratuity, Provident Fund & Contribution to the PF is provided on Accrual basis. No Provision has been made during the period for Gratuity or leave encashment

k) **Income Tax**

Income tax is recognized in the Statement of income except to the extent that it relates to items recognized directly within equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially-enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the period in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the company will pay normal income tax during the specified period.

l) **Financial Instruments**

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset'

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt Instruments at amortized cost
- ii) Debt Instruments, derivatives and equity Instruments at fair value through profit /loss (FVTPL)
- iii) Debt Instrument at fair value through other comprehensive Income (FVOCI)
- iv) Equity Instruments measured at fair value through Other comprehensive income (FVOCI)

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss to retained earnings.

B. **NOTES ON ACCOUNTS :-**

- 1. Previous year figure have been re-grouped / re-arranged / re-caste wherever considered necessary, to suit the current year's layout as per the Performa of Revised Schedule III as per IND AS requirements
- 2. In the opinion of the Board, the current assets, loans & advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and that the provision for known liabilities are adequate and not in excess of amount reasonably necessary.

3. **EPS CALCULATION**

Particulars	2022-23	2020-21
Calculation of EPS		
Profit available for Equity Shareholders (including exceptional items)	31,27,089.51	89,441.67
For Basic Earning:	31,27,089.51	89,441.67
No. of Weighted Average Equity Shares		
For Diluted Earning:	1,00,00,000.00	1,00,00,000.00
Effect of Diluted Equity Shares equivalent to Pending for Allotment		
No. of Weighted Average of Diluted Equity Shares	1,00,00,000.00	1,00,00,000.00
Nominal Value of Equity Shares		
Earning Per Share (Rs.):	10	10
Basic	0.03	0.001
Diluted	0.03	0.001

- 4. With reference to Employee Benefits, no provision has been made regarding Gratuity, Leave encashment & other retirement benefits & in absence of actuarial valuation there impact on financial statements are unascertainable.
- 5. Related Party disclosures are required under the Accounting standard (IAS-24) on "Related Party Disclosures" issued are given below:-

a.) **Relationship**

- i) Holding Company None

ii) **Key Management Personnel (Managing / Whole Time Director/Company Secretary)**

- (i) Mr. Charanjit Singh Director
- (ii) Mr. Gursimran Singh Director
- iii) Simmi Chhabra Director
- iv) Divya Taneja - Company Secretary (w.e.f 10/11/2022)
- v) Jagkirat Singh - Company Secretary (resigned from 31/05/2022)

iii) Entities over which key management personnel / their Relatives are able to exercise significant influence

Ajooni Biotech limited Mr Gursimran Singh Relationship:- Common Director
Prism Medico and Pharmacy Limited Common Promoters

c) Related Party Transaction

c. Related Party Transaction	2022-23	2021-22
Description		
With Ajooni Biotech Pvt Ltd		
Sale made during the year	54,71,650.00	-
Purchases within the year	77,87,261.00	42,00,000.00
Any other amount paid	12,00,000	
Rent received (including GST)	2,83,200.00	2,83,200.00
Prism Medico and Pharmacy Limited		
Repayment made against Purchases	27,16,300.00	35,99,000.00
B) KMP'S Remuneration		
Charanjit Singh Bhatia	4,80,000.00	4,80,000.00
Simmi Chhabra	-	2,50,000.00
Jagkirat Singh - Company Secretary	68,286.00	1,18,763.00
Divya Taneja- Company Secretary	1,47,172.00	

6 The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment.

7. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)

8. Contingent Liabilities not provided for :	2022-23	2021-22
a. Bank Guarantees	Nil	Nil
b. Contingent Liabilities in respect of unassessed cases of Income Tax and Sales Tax.	Unascertained	Unascertained
c. Uncalled Liabilities as Shares partly paid	Nil	Nil
d. Claims not Acknowledged as debts	Nil	Nil
e. Letter of Credit(s)	Nil	Nil

9. CIF value of imports	31st March, 2023	31st March, 2022
	Nil	Nil
10. Remittance in foreign Currency	Nil	Nil
11. Expenditure in Foreign Currency	Nil	Nil
12. Earning in Foreign Currency	Nil	Nil

PARTICULARS	CURRENT REPORTING PERIOD	PREVIOUS REPORTING PERIOD (IN Rs)
a) Export value of Goods calculated on FOB Basis	-	-
b) Interest and Dividend	-	-
c) Royalty	-	-
d) Know-how	-	-
e) Professional and Consultation fees	-	-
f) Other Income	-	-
TOTAL EARNING IN FOREIGN EXCHANGE	-	-

13 In the opinion of Board of Directors, the Current Assets, Loan & advances shown in the Balance sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

14. Auditors' Remuneration	31.03.2023	31.03.2022
As Statutory Audit Fee	35,400.00	29,500.00
Total Rs.	35,400.00	29,500.00

15. Deferred Taxation

In conformity with IND AS 12 * Deferred tax Liability/ Asset is as follows :-

PARTICULARS	Current Year	Previous Year
Difference on Account of Depreciation	-8,44,345	-37,09,854
Total Timing Difference	-8,44,345	-37,09,854
Tax Rate	26	26
Deferred Tax Liability created on Timing Difference	2,19,530	9,64,562
Opening DTA/DTL	26,77,290	17,12,728
Total Deferred Tax Liability	28,96,819	26,77,290

We have not created DTA on loss because we don't see any Virtual Certainty to recover such losses.

Deferred Tax Due to Depreciation :

Timing Difference on Depreciation	CURRENT YEAR	PREVIOUS YEAR
Depreciation as per Books of Accounts	29,13,027	-
Depreciation as per Income Tax Act	37,57,371	37,09,854
Timing Difference (Less Allowance By Income Tax)	(8,44,345)	(37,09,854)

16. KEY RATIOS AS ON 31.03.2022

PARTICULARS	NUMERATOR	DENOMINATOR	RATIO AS ON 31.03.2021	RATIO AS ON 31.03.2022	DEVIATION
1) CURRENT RATIO	Current Assets	Current Liabilities	2.93	0.82	257%
2) DEBT -EQUITY RATIO	Total Debt	Shareholder's Funds	0.03	0.02	54%
3) DEBT SERVICE COVERAGE RATIO	Earnings available for Debt Service	Shareholder's Funds	1.92	1.06	81%
4) RETURN ON EQUITY RATIO	Net profit after taxes-Preference dividend	Average Shareholder equity	0.027	0.001	2565%
5) INVENTORY TURNOVER RATIO	Sales	Average Inventory	7.97	0.82	872%
6) TRADE RECEIVABLES TURNOVER RATIO	Net credit Sales	Average account receivables	4.02	5.90	-32%
7) TRADE PAYABLES TURNOVER RATIO	Net Credit Purchases	Average Trade Payables	2.78	0.16	1640%
8) NET CAPITAL TURNOVER RATIO	Net Sales	Average Working Capitals	2.97	0.94	216%
9) NET PROFIT RATIO	Net profit after taxes	Net Sales	0.063	0.017	270%
10) RETURN ON CAPITAL EMPLOYED RATIO	Earnings before interest and Taxes	Capital Employed	0.084	0.028	200%

REASONS FOR CHANGE

- 1) There is increase in current ratio due to increase in current assets as compared to last year
- 2) There is increase in debt equity and debt service ratio due to increase in debt component and decrease of reserves and surplus as compared to last year
- 3) Reduction in Return on equity and net profit ratio due to loss on sale of fixed assets which has reduced the profits
- 4) Increase in average inventory ratio , trade receivables and net capital turnover ratio due to increase in sales as compared to last year.
- 5) Increase in trade payables turnover ratio due to increase in purchases as compared to last year.

17. Details of Shareholders

Details of Shareholders have been attached as per Annexure "B".

18. Rounding off has been done to nearest Lacs as per Schedule III

19. Others

Depreciation is charged during the year , Previous year depreciations amounting Rs 89,34,392/- is charged during year in Reserves and surplus as adjustment for prior period expense.

20. Disclosure of Transactions with Struck off Company

The company did not have any material transaction with companies struck off under Section 248 of the companies Act 2013 or section 560 of the companies act 1956 during the financial year.

21. Additional Regulatory Disclosures

No transaction to report against the following disclosures as notified by MCA Pursuant to amendment in Schedule III

- a) Crypto Currency or virtual Currency
- b) Benami Property held under Prohibition of Benami Transactions Act , 1988 and rules made there under
- c) Registration of charges or satisfaction with Registrar of Companies
- d) Compliance with number of layers of companies
- e) Relating to Borrowed funds
 - i) Wilful Defaulter
 - ii) Utilization of Borrowed funds and share premium
 - iii) Borrowings obtained on the basis of Security of Current Assets
 - iv) Discrepancy in Utilization of Borrowings
 - v) Current Maturity of long term borrowings
- f) Title deeds of immovable properties.

AUDITOR'S REPORT

As per our report of even date

FOR HARJEET PARVESH & CO
CHARTERED ACCOUNTANTS
FRN :017437N

sd/-
Charanjit Singh Bhatia
DIRECTOR
DIN : 01954419

sd/-
Gursimran Singh
DIRECTOR
DIN : 02209675

sd/-
Divya Taneja
CS

sd/-

DATE: 20.05.2023
PLACE : Mohali
UDIN: 23547759BGROFC3102

CA KONICA MADAN
M No. 547759