

KOBO BIOTECH LIMITED

Corp. Office: Unit 104, Hyde Park, Saki Vihar Road,
Opp. Ansa Industrial Estate, Andheri (E), Mumbai - 400 072
Tel.: +91-22 4287 1210 • Fax: +91-22-4287 1285
E-mail: info@kobobiotech.com • Website: www.kobobiotech.com
(CIN : L24110TG1993PLC16112)

9th September, 2023

Corporate Service Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
corp.relations@bseindia.com
Scrip: 531541

Ref: Kobo Biotech Ltd

Sub.: Annual Report for the Financial Year 2022-23

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Report of the Company for the Financial Year 2022-23.

This is in compliance with the provision of above mentioned regulations and for your information.

Thanking you,

Yours faithfully,
For **Kobo Biotech Limited**

Jignesh Patel
Company Secretary

Filed on online



Kobo Biotech Limited

30th ANNUAL REPORT 2022-23

Kobo Biotech Limited

CIN: L24110TG1993PLC01611

Regd. O: Plot No. 121A/1, Western Hills, Addagutta Society, Opp. JNTU, Kukatpally, Hyderabad - 500072

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Corporate Information

Board of Directors	Mr. Ajit Kamath, Non-Executive Chairman & Director Mr. Rajendrakumar Kaimal, Non-Executive Director Dr. Sunil Pitroda, Independent Director Mr. Abhishek Buddhadev, Independent Director Ms. Urja Shah, Independent Director
Registered Office	Plot No. 121A/1, Western Hills, Addagutta Society, Opp. JNTU, Kukatpally, Hyderabad - 500072
Corporate Office	Unit 104, Hyde Park, Saki Vihar Road, Opp. Ansa Industrial Estate, Andheri (E), Mumbai - 400 072 Phone: 022-4287 1210 Fax: 022-4287 1285
Auditors	M/s. A N Shah & Associates., Chartered Accountants, Mumbai
Factories	1. Plot No. E-2, Chincholi Industrial Area Solapur, Maharashtra ; Phone: 0217 – 2357738 Fax-0217-2357339 2. Survey No. 18, Yawapur, Sadasivpet (M), Medak Dist., Telangana; (Non-Operational)
Bankers & Financial Institutions	Indian Overseas Bank JM Financial Asset Reconstruction Company Ltd.
Registrars & Share Transfer Agents	XL Softech Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad-500 034. Phone no. (040) 23545913, 14, 15.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of the members of KOBO Biotech Limited will be held on Saturday, the 30th day of September, 2023 at 10.00 A.M. (IST), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr. Rajendrakumar Kaimal (DIN: 00032839), who retires by rotation and offers himself for reappointment.
- 3 To approve the re-appointment of Ms. Urja Vijaykumar Shah, as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time, and the Articles of Association of the Company, Ms. Urja Vijaykumar Shah, (DIN: 06672899), who was appointed as an Independent Director of the Company at the 26th Annual General Meeting of the Company and who holds office upto 26th December, 2023, and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 27th December, 2023 to 26th December, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By Order of the Board
For KOBO Biotech Limited

Sd/

Jignesh Patel
Company Secretary

30th May, 2023
Mumbai

NOTES

1. The statement pursuant to section 102 of the Companies Act, 2013 relating the Notice is annexed herewith.
2. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries at least ten days in advance to the Company at its email info@kobobiotech.com to enable the Company to collect the relevant information and answer them in the meeting.
3. Body Corporate members intending to appoint their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to participate and vote at the Meeting.
4. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the corporate office of the Company at Unit 104, Hyde Park, Saki Vihar Road, Opp. Ansa Industrial Estate, Andheri (E), Mumbai - 400 072 on all working days between 11.00 a.m. and 2.00 p.m. or through electronic means on request.
5. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
6. Members who have not registered their e-mail addresses, so far are requested to register their e-mail addresses with the Depository. Members who hold shares in physical form are requested to register their email addresses with the Registrar & Share Transfer Agent (RTA), M/s. XL Softech Systems Limited, 3, Sagar Society, Rd No.2, Banjara Hills, Hyderabad- 500034, Telangana.
7. Pursuant to SEBI Notification dated 08/06/2018, SEBI(LODR) (4th Amendment) Reg, 2018 and BSE Circular dated 05/07/2018, LIST/COMP/15/2018-19, Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
8. Provide PAN, Bank details etc: Shareholders mandatorily need to provide to the Company or Share Transfer Agent (STA) their PAN and Bank Account details. If you have not furnished so far, please provide self-attested copy of PAN card, cancelled cheque with bank detail. To update your current address, provide self-signed copy of latest address proof (aadhar card, passport, driving license, election voter card or utility bill in the name of sole or first holder. You may visit our website or contact secretarial department of the Company for further guidance.
9. Nomination: Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed form no. SH13 duly filled in and signed to the Company or RTA.

Member may contact secretarial department on 022 4287 1210 for guidance to avail facilities or matters as mentioned in this Notice.
10. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA at info@kobobiotech.com; xlfield@gmail.com.
11. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA at info@kobobiotech.com; xlfield@gmail.com.
12. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Ballot form. The hard copy of this Annual Report and pre-paid business envelope will not be sent to the Members for this Annual General Meeting. The instructions for remote e-voting are appended to this Notice.

13. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Mehul Pitroda, Company Secretary (Membership No.ACS-43364) of M/s. M. S. Pitroda & Co., Practising Company Secretaries as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
14. For the purpose of dispatch of this Notice, shareholders of the Company holding shares in demat / physical form as on 18th August, 2023 has been considered. Any person, who acquire shares of the Company and becomes member of the Company after 18th August, 2023 may obtain the login details by sending a request to CDSL at helpdesk.evoting@cdslindia.com or to the Registrar and share transfer agents of the company.
15. The Members whose name appears in the Register of Members/list of Beneficial Owners as received from Depositories as on Friday, 22nd September, 2023 ("cut-off date") are entitled to vote on the resolutions set forth in this notice. Person who is not a member as on the said date should treat this notice for information purpose only.
16. The scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by Chairman, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the e-voting shall be declared by the Chairman or the Company Secretary duly authorized on or around 3rd October, 2023.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 02/2022 dated 5 May 2022 and General circular No. 10/2022 dated 28 December 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.kobobiotech.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, 27th September, 2023 and ends on Friday, 29th September, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Kobo Biotech Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@kobobiotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@kobobiotech.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

SEBI has issued Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through

the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. Registration and resolution of complaints/disputes will begin on September 16, 2023. The ODR portal link will be displayed on the Company's website at <http://www.tvvision.in/investor-communication.php>.

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

Item No. 3 Re-appointment of Ms. Urja Vijaykumar Shah as an Independent Director

Ms. Urja is a qualified Company Secretary, Graduate in Law and a Commerce Graduate. She has varied professional experience and interests ranging from Audit, Consultancy, Advisory, Farming and Astronomy. Ms. Urja has over 10 years of experience in finance and regulatory field, FEMA, RERA, FSSAI. In the view of the Board Ms. Urja possesses appropriate skills, experience and knowledge which will benefit the Company.

The Board of Directors of the Company had appointed Ms. Urja as an Independent Director of the Company w.e.f. 27th December, 2018 for a term of Five years up to 26th December, 2023. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, shareholders' approval by way of Special Resolution, in respect of his appointment w.e.f. 27th December, 2023 to 26th December, 2028, is required in the manner as set out at Item No. 3 of this Notice.

The main terms and conditions of appointment of Ms. Urja Vijaykumar Shah, as Independent Director of the Company, are as under:-

Period	w.e.f. 27th December, 2023 up to 26th December, 2028
Nature	Independent Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Upto Rs. 30,000 per board meeting. No sitting fees will be paid for attending the Committee Meetings.
Remuneration	Apart from Sitting Fees – Nil

The Company has received a declaration from Ms. Urja Vijaykumar Shah confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for Re-appointment of Ms. Urja Vijaykumar Shah as an Independent Director. The Board recommends the Special Resolution for the above matter as set out in the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Board's Report

To,

The Members of Kobo Biotech Limited,

Your Directors are pleased to present their 30th Annual Report on your Company's operations along with the Audited financial statements for the financial year ended on 31st March, 2023.

SUMMARY OF STANDALONE FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
TOTAL INCOME	1.52	1.66
EBITDA/ (EBITDA)	(148.13)	(1,048.5)
Profit/ (Loss) before Tax	(555.34)	(1,522.59)
Profit/ (Loss) after Tax	(555.34)	(1,522.59)
Earnings/ (loss) Per Share (EPS) (in Rs.)	(2.33)	(6.39)

OPERATIONS REVIEW

The management could not resume the operational activities at the Solapur Plant owing to the regulatory and financial issues. The interest cost for the year under review is not being provided for, as majority of the loans have been assigned to JM Financial Asset Reconstruction Company Ltd.

The Company continues to operate only in one segment i.e. pharmaceuticals and there is no change in the nature of business of the Company.

DIVIDEND

In view of the losses incurred during the year under review, your Directors do not recommend any Dividend on the Equity Shares.

TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves.

CAPITAL STRUCTURE

During the year, the Authorised Share Capital of the Company was Rs. 40,00,00,000/ (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs. 10/- each.

The Company's issued, subscribed and paid-up share capital during the year stood at Rs. 23,82,50,000/- (Rupees Twenty Three Crore Eighty Two Lakhs Fifty Thousand Only) divided into 2,38,25,000 (Two Crore Thirty Eight Lakhs Twenty Five Thousand Only) Equity Shares of Rs. 10/- each.

ANNUAL RETURN

As required under Section 134(3)(a) and Section 92(3) of the Act, the Annual Return for the financial year 2022-2023 is available on the Company's Website <https://kobobiotech.com>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, of the state of affairs of your company is provided in a separate section of this Annual Report and form a part of the Board's Report.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint venture and associate Company.

DIRECTORS

Board of Directors as of 31.03.2023

Mr. Ajit Kamath	: Non-Executive Chairman
Mr. Rajendra Kaimal	: Non-Executive Director
Dr. Sunil Pitroda	: Non-Executive Independent Director
Mr. Abhishek Buddhadev	: Non-Executive Independent Director
Ms. Urja Shah	: Non-Executive Independent Director & Women Director

In accordance with the provisions of section 152(6) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mr. Rajendra Kaimal (DIN: 00032839), is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and offers himself for re-appointment. The Board recommends his re-appointment.

Reappointment of Independent Director

Ms. Urja Vijaykumar Shah (DIN: 06672899), was appointed as the Independent Director at the 26th Annual General Meeting to hold the office for a term of five consecutive years with effect from from 27th December, 2018 to 26th December, 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board approved the reappointment of Ms. Urja Vijaykumar Shah as an Non-Executive Independent Director for the second term of 5 consecutive years with effect from 27th December, 2023 to 26th December, 2028, not liable to retire by rotation, subject to the approval of the shareholders/Members of the Company.

The Company has received a declaration from Ms. Urja Vijaykumar Shah under Section 149 of the Act and Regulation 16 of the Listing Regulations, that she meets the requisite criteria of independence.

The resolutions seeking approval of shareholders for the re-appointment of Ms. Urja Vijaykumar Shah is mentioned in the Notice of the forthcoming Annual General Meeting along with her brief profile.

Brief profile of the abovementioned Directors is included in a separate "**Annexure B**".

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations confirming that they continue to meet the criteria of independence, as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulation. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct of the Board of Directors and Senior Management Personnel.

AUDITORS

a. Board meetings

The Board met 5 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

b. Evaluation of Board, Committees and Directors

Pursuant to the provisions of Section 134(3), Section 149(8) and Schedule IV of the Act read with the Listing Regulations, Annual Performance Evaluation of the Board, the Directors as well as Committees of the Board have been carried out. The performance evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board which in detail have been provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and Non- Independent Directors was carried out by the Independent Directors in their separate meeting.

c. Policy on appointment and remuneration of Directors

The Company has formulated criteria for determining Qualifications, Abilities, Experience and Independence of a Director as also a Policy for remuneration of Directors, Key managerial Personnel and senior management.

FAMILIARIZATION PROGRAMMES

The Company's policy on programmes and measures to familiarize Independent Directors about the Company, its business, updates and development includes various measures viz. issue of appointment letters containing terms, duties etc.

a. Statutory Auditors

M/s. AN Shah & Associates, Chartered Accountants were appointed as statutory auditors of the Company from the conclusion of the 29th annual general meeting (AGM) of the Company held on 30th day of September, 2022, till the conclusion of the AGM to be held in the year 2027.

d. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Mehul Pitroda of M. S. Pitroda & Co., Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure C" comments of the Secretarial Auditor in their report are self-explanatory.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

The Company has a proper and adequate Internal Financial Control System, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has formulated a whistle blower policy with a view to provide a vigil mechanism for the directors and employees of the company to report instances of unethical behavior, fraud or mismanagement.

RISK MANAGEMENT POLICY

In accordance with Section 134(3) (n) of the Act, the Company has framed a Risk Management Policy to identify and assess the key risk areas. Your Board has identified any element of risk which may threaten the existence of the Company.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company, which may have a potential conflict with the interest of the Company at large, and thus disclosure in Form AOC-2 is not required.

None of the Non-Executive Independent Directors has any pecuniary relationship or transactions with the Company other than sitting fees payable (if any) to them.

DIVIDEND DISTRIBUTION POLICY

Dividend Distribution Policy is currently not applicable to the Company in accordance with Regulation 43A of the Listing Regulations.

PROHIBITION OF INSIDER TRADING

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' and 'Code of Fair Disclosure' of Unpublished Price Sensitive Information to ensure prohibition of insider trading in the organisation. The said codes are available on Company's website at <https://kobobiotech.com>.

The 'Trading Window' is closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report is not applicable to the Company.

LISTING FEES TO THE STOCK EXCHANGE

There has been a delay in the payment of annual listing fees for FY 23-24 to the BSE Limited (BSE) where the securities of the Company are listed.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

INFORMATION ON EMPLOYEES

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The ratio of remuneration of each director to the median employee's remuneration and other details in terms of Sub - Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable as the Directors did not draw any remuneration from the Company for the Financial Year 2022-23.

LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under applicable provisions of section 186 of the Act are given in the notes to the financial statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of section 135 of the Act, read with CSR Rules, the Company has formed a CSR committee. However due to the no operational activity and losses incurred by the Company during the year under review and the previous financial years, the Company did not undertake any CSR activity. No meetings at CSR Committee were held during the year under review.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public and there are no outstanding deposits from the public as on 31st March, 2023.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(C) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to Conservation of energy, technology absorption, foreign exchange earnings and outgo, pursuant to Section 134 of the Act, read with the Companies (Accounts) Rules, 2014 is given as “**Annexure A**” and forms part of this report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 AND DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are few ongoing legal matters/ litigations, which have been filed against the company and its Directors during last few years. The Company, through their Counsels/lawyers have represented for defending its position.

No application has been made by the Company and there are no proceedings pending against the Company, under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the Financial Year 2022-23 There were no transactions requiring disclosure or reporting in respect of matters relating to one-time settlement with any bank or financial institution.

OTHER INFORMATION / DISCLOSURES

The Company has in place a policy against sexual harassment at work place in line with the requirements of the concern statute. There was no complaint received during the year, nor there are any pending complaints which need to be redressed.

A Certificate has been obtained from Mr. Mehul Pitroda of M. S. Pitroda & Co., Practising Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

CORPORATE GOVERNANCE

The Company is committed in maintaining the highest standards of corporate governance and adherence to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI) and the Companies Act, 2013.

The Company strives to achieve fairness for all stakeholders and to enhance long-term value to Shareholders.

In compliance with Regulation 34, read with Schedule V (C) of the Listing Regulations, a report on Corporate Governance and the certificate as required under Schedule V (E) of the Listing Regulations, from the Practising Company Secretary confirming compliance with the conditions of Corporate Governance is appended to this report.

GRATITUDE & ACKNOWLEDGMENTS

Your directors wish to place on record their sincere thanks and appreciation to all the banks/ financial institutions, regulatory authorities, Govt. institutions and the employees for their co-operation and support at all times.

For and on behalf of the Board of Directors

KOBO BIOTECH LIMITED

Mumbai
30th May, 2023

Sd/-
Ajit Kamath
Chairman & Non-Executive Director
DIN: 00032799

ANNEXURE – A

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2023 is given here below and forms part of the Board's Report.

A. CONSERVATION OF ENERGY

(a) Steps taken or impact on conservation of energy:

The company could not carry out any operational activity during the year under review

(b) The steps taken by the company for utilizing alternate sources of energy: NIL

(c) The capital investment on energy conservation equipment: NIL

B. TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption: NIL

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: NIL

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL

(iv) Details of expenditure on Research and Development during the year under review is as under:

(Rs. In lakhs)

a)	Capital	-
b)	Recurring	-
c)	Total expenditure	-
d)	Total expenditure as a % of Net Sales	-

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In lakhs)

Particular	Year 2022-23	Year 2021-22
Foreign Exchange earned	-	-
Foreign Exchange used / outgo	-	-

ANNEXURE – B

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting:

Name	Mr. Rajendra Kaimal	Mrs. Urja Vijaykumar Shah
Date of Birth	23.06.1973	25.05.1990
Date of Appointment	30.05.2013	27.12.2018
Nationality	Indian	Indian
Category	Promoter	Independent
Designation	Non-Executive Director	Non Executive Independent
Qualification / Expertise in Specific Functional Areas	Mr. Rajendra Kaimal, aged 50 years, holds a Bachelors Degree in Commerce from the University of Mumbai. He has completed his Masters in Management Studies from Narsee Monjee Institute of Management Studies, Mumbai and is a Cost Accountant from the Institute of Cost and Works Accountants of India. He has over 20 years of experience in the pharmaceutical industry. He is overall in-charge of overseeing the commercial operations of Arch Pharmalabs Limited, our holding company.	Director Ms. Urja is a qualified Company Secretary, Graduate in Law and a Commerce Graduate. She has varied professional experience and interests ranging from Audit, Consultancy, Advisory, Farming and Astronomy. Ms. Urja has over 10 years of experience in finance and regulatory field, FEMA, RERA, FSSAI.
Occupation	Business	
Other Directorships/ Directorships held in other companies	<ol style="list-style-type: none"> 1. Samrudh Bharat Social Welfare Foundation 2. Vitalife Pharma Limited 3. Archplus Sales Private Limited 4. Arch Pharmalabs Limited 5. Amra Renal Care Limited 6. Arch Agro Industries Private Limited 7. Arch Pharmachem Ltd 8. Arch Impex Private Limited 9. Arch Herbals Private Limited 10. Arch Life Sciences Limited 11. Arch Finechemicals Limited 	<ol style="list-style-type: none"> 1. Acfin Consulting Private Limited 2. Kristy De Cunha Private Limited 3. Seed Catalyst Consulting LLP
Relationship between directors inter-se	NIL	NIL

ANNEXURE – C
FORM NO. MR.3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

KOBO BIOTECH LIMITED

Plot No. 121A/1, Western Hills, Addagutta Society,

Opp. JNTU, Kukatpally, Hyderabad 500072

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

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Kobo Biotech Limited (the “Company”) for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment. (Foreign Direct Investment and External Commercial Borrowing are not applicable to the Company during the audit period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period)

(vi) As identified, Following are the specific law applicable to the Company.

- (i) The Drugs and Cosmetics Act, 1940;
- (ii) The Narcotic Drugs and Psychotropic Substances Act, 1985;

As confirmed by the management there was no operational Activity carried on by the Company during the period under review, hence the aforesaid laws are not applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with stock exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as follows:

1. During the audit period under review, the Company is not regular in depositing the undisputed statutory dues including provident fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs duty, Excise duty, Service Tax, Cess, GST and any other Statutory dues with appropriate authorities as per the Auditor's report.
2. The Company has not appointed Key Managerial Person i.e. Managing Director or CEO or Whole time Director as required under Section 203 of the Companies Act, 2013.
3. The Company has not appointed Internal Auditor in terms of section 138 of Companies Act, 2013

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

As confirmed by the Management adequate notice is given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For M S Pitroda & Co.,

Practising Company Secretary

Mehul Pitroda

Proprietor

ACS No. 43364

CP No. 20308

UDIN: A043364E000424173

Place: Mumbai

Date: 30th May 2023

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,

The Members,

KOBO BIOTECH LIMITED

(Formerly known as Avon Lifescience Limited)

Plot No. 121A/1, Western Hills, Addagutta Society,

Opp. JNTU, Kukatpally, Hyderabad 500072

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M S Pitroda & Co.,

Practising Company Secretary

Mehul Pitroda

Proprietor

ACS No. 43364

CP No. 20308

UDIN: A043364E000424173

Place: Mumbai

Date: 30th May 2023

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL PHARMACEUTICAL MARKET

In recent years, the global pharmaceutical market has experienced significant growth, reaching an estimated value of 1.48 trillion U.S. dollars in 2022. This is due to adoption of new technologies, cost-effective manufacturing approaches, and a surge in investment flow. The industry's continuous focus on innovation has reduced manufacturing downtime and waste. This market plays a crucial role in providing people with medications and determining the costs of such medications. However, some markets are more favourable for pharmaceutical companies than others.

With the lingering effects COVID-19 pandemic hitting the world, the need for new therapies and vaccines became apparent, and pharmaceutical companies were under immense pressure to provide quick results. The global leaders in the vaccine market, including GSK, Pfizer, Merck & Co., and Sanofi, were in the public's focus.

The Global Active Pharmaceutical Ingredients (APIs) market was US\$ 190.5 Billion in 2022 and will surpass US\$ 261.3 Billion by 2027, expanding at a CAGR of 6.52 from 2022 to 2027. The global API market is expected to experience substantial growth between 2024-2028 due to several factors. The increasing demand for specialty medicines and the high adoption rate of generic drugs are key drivers of market growth. The biopharmaceutical sector's expansion and development of new drugs with active pharmaceutical ingredients also propel market growth.

Moreover, the rising prevalence of chronic and infectious diseases such as cancer, diabetes, and hepatitis A is surging the demand for APIs. The market is segmented by type of synthesis, manufacturer, route of administration, drug type, therapeutic application, and region. Due to adequate manufacturing units and technological advancements, North America will continue dominating the market.

INDIAN API INDUSTRY

The Indian Active Pharmaceutical Ingredient (API) market is expected to reach US\$ 27.9 billion by 2023. The API industry is a crucial part of the Indian pharmaceutical industry and accounts for more than half of the country's pharmaceutical exports. In 2020, India exported APIs worth US\$ 3.5 billion. Based on forecasted values, the API market size was expected to increase by almost nine percent from 2020 to 2024. The government has launched the Production Linked Incentive (PLI) scheme for the pharmaceutical industry, which includes a specific scheme for promoting domestic manufacturing of critical KSMs and APIs.

India's resilience and the growing demand for pharmaceutical products have positioned our company as a reliable source for quality APIs. Furthermore, the 'China + 1' strategy presents an advantageous opportunity for us to expand our business. As we navigate the short-term challenges, we remain committed to delivering value to our stakeholders and accelerating our growth strategy.

Source: India Brand Equity Foundation (IBEF) - <https://www.ibef.org/industry/pharmaceutical-india-showcase.aspx>

Pharmabiz – <https://www.pharmabiz.com/NewsDetails.aspx?aid=141391&sid=1>

COMPANY OVERVIEW

Kobo Biotech Limited is a customer-centric manufacturer of active pharmaceutical ingredients (API). However owing to the regulatory and financial issues faced by the company currently there are no operational activities being carried out by the Company at its Solapur site, India.

FINANCE

Currently there are no operational activates being carried out by the Company and hence no analysis is made under this head.

RISKS AND CONCERNS

All businesses are subject to certain element of risks, internal as well as external. The internal risks are controllable risks and our Company attempts to identify such risks and formulate actions to mitigate the effect of such risks. The external risks like change in government policies etc are not within the control of the Company. Particularly the global as well as the Indian Pharmaceutical industry continues to be regulated by various regulatory agencies. Stringent regulatory norms, delay in obtaining regulatory approvals for key products, patent litigations, currency fluctuations, pricing guidelines in the domestic market are certain risks that can affect the Company's business. Emerging markets are increasingly pivotal in the growth of the pharmaceutical industry. Pharmaceutical companies operating in these markets, whether global or domestic players, are exposed to market-specific social risks that affect public health and may also pose material financial risks.

INTERNAL AUDIT AND CONTROL

Our Company believes that sound internal control systems are necessary prerequisite to good governance. The management is committed to ensuring an effective internal control environment, commensurate with the size and complexity of the business, which provides assurance on the efficiency of the Company's operations and the security of its assets.

Kobo's internal control systems and procedures are designed to enable the reliable reporting of financial statements, reporting timely feedback on the achievement of operational or strategic goals and ensure compliance with laws and regulations.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

As the Operational activities at the Solapur Manufacturing facility are standstill there are no new recruitments in the Organisation. Harmonious relations continued to prevail throughout the year.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimate, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance pertains to system, by which companies are directed and controlled ethically, keeping in mind enhancement of long-term sustainable interests of stakeholders. It refers to blend of law, regulations, ethical and voluntary practices, which enable the Company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting and balancing the interests of other stakeholders and the society at large.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in SEBI (Listing Obligations and Disclosure Requirements) 2015 as applicable from time to time.

Code of Conduct:

The Board has laid down a Code of Conduct for all Board members and Senior Managerial personnel of the Company. The Code of Conduct is available on the web site of the Company at www.kobobiotech.com.

All the Board Members and Key Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to that effect signed by the Chairman has been obtained.

Profile of members of the Board of Directors being appointed/re-appointed:

Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under LODR are annexed to the Directors Report.

2. BOARD OF DIRECTORS:

The Board is at the core of the corporate governance system for the Company. The Board is committed towards compliance of sound principles of corporate governance and plays a crucial role in overseeing how the management serves the short and long-term interests of the members and other stakeholders. This belief is reflected in the governance practices of the Company, under which it strives to maintain an effective, informed and independent Board.

a) Composition of board and Attendance of the Directors

The Board as on 31st March, 2023 consists of 2 Non-Executive Non-Independent Promoter Directors and 3 Independent Directors of which one is also a designated woman Director. Details of composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships and Committee Memberships as on 31st March, 2023 are given below:

SR. No.	Name, Designation and DIN of Directors	Category	No. of Board Meetings Attended	No. of Directorships held in other Companies	Attendance at last AGM	No. of Committee positions held in other Companies including this company.	
						Chairman of Committee	Member of Committee
1	Mr. Ajit Kamath	Non-Executive (Promoter)	4	13	YES	0	3
2	Mr. Rajendra Kaimal	Non-Executive (Promoter)	4	12	YES	1	1
3	Dr. Sunil Pitroda	Independent Director	4	1	YES	2	4
4	Mr. Abhishek Buddhadev	Independent Director	4	1	YES	1	0
5	Ms. Urja Shah	Independent Director	4	2	YES	0	1

Note: Since none of the Directors are appointed as Directors in any of the listed company apart from this Company, no separate disclosure has been provided.

Number of Board Meetings:

During the year, Five (5) Board Meetings were held, the details of which are given below:

Sr No.	Date of the Board Meeting	Board Strength	No. of Directors Present
1	30-05-2022	5	5
2	11-08-2022	5	5
3	14-11-2022	5	5
4	13-02-2023	5	5

b) Number of Shares and Convertible Instruments held by Non-Executive Directors

Director	No. of Shares	Percentage
Mr. Ajit Kamath	Nil	0.00
Mr. Rajendra Kaimal	Nil	0.00
Dr. Sunil Pitroda	Nil	0.00
Mr. Abhishek Buddhadev	Nil	0.00
Ms. Urja Shah	Nil	0.00

c) Inter-se relationship among Directors

No Directors are in anyway related to each other.

d) Independent Directors

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with the rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as indicated in the Act, and the Listing Regulations including any statutory modification/ enactments thereof.

In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Board of Directors of the Company confirms that in its opinion, the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management of the Company. As required under Regulation 46 of the Listing Regulations, the terms and conditions of the appointment of IDs including their role, responsibility and duties are available on our website.

e) Familiarisation Programme

The Company believes that the Board be continuously empowered with the knowledge of the Company's business and the external environment affecting the industry as a whole.

The Company has conducted a familiarisation programme for all its Directors including the Independent Directors. The Company through such a programme familiarized the Independent Directors with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates the business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by insiders, etc.

f) Separate Independent Directors' Meeting

During the year under review, one meeting of Independent Directors was held. In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Act, and Regulation 25(3) & (4) of the Listing Regulations, it mandates that the Independent Directors of the Company hold at least 1 (One) meeting in a year, without the presence of Non-Independent Directors and members of the management. It is recommended that all the Independent Directors of the Company be present at such meetings. It is expected to review the performance of the Non-Independent Directors and the Board as a whole, as well as the performance of the Chairman of the Board, taking into account the views of the Executive Directors and Non-Executive Directors. The Board of Directors also discussed about the quality, quantity and timelines of the flow of information from the Management to the Board and its Committees, which is necessary to perform reasonably and discharge their duties.

During the year under review, the Independent Directors of the Company met on 13th February, 2023, without the attendance of Non-Independent Directors and members of the Management.

g) Performance Evaluation

Pursuant to the provisions of the Act read with Rules issued there under and the Listing Regulations, one of the key functions of the Board is to monitor and review the Board evaluation framework. The Board carried out an annual performance evaluation of its own performance, which was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution. The Board appraised the Independent Directors individually as well as evaluated the working of the Committee of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony.

h) A chart / matrix setting out the skills / expertise / competence of the board of directors:

The list of core skills / expertise / competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board are as follows:

Director	Qualification	Skills / expertise / competencies / experience
Mr. Ajit Kamath	B.com (University of Mumbai)	<ol style="list-style-type: none"> 1. He has more than 25 years of experience in the pharmaceutical industry 2. He has been involved and instrumental in planning and formulating the overall business strategy and developing business relations for our Company
Mr. Rajendra Kaimal	B.com (University of Mumbai), MMS, CMA	<ol style="list-style-type: none"> 1. He has over 23 years of experience in the pharmaceutical industry. 2. He is over-all in-charge of overseeing the commercial operations
Dr. Sunil Pitroda	MBBS (Practicing Doctor)	He has over 39 years of experience in the Medicine, Medical and surgical field. He is a full time practicing Doctor
Mr. Abhishek Buddhadev	M.Com, CS	He has over 10 years of experience in the field of Secretarial Compliance, Corporate Laws and allied laws
Ms. Urja Shah	LLB, CS	<ol style="list-style-type: none"> 1. She has experience and interests ranging from Audit, Consultancy, Advisory, Farming and Astronomy 2. She has over 10 years of experience in finance and regulatory field, FEMA, RERA, FSSAI

3. COMMITTEES OF THE BOARD:

As per the requirement of the Companies Act, 2013 read with Rules and SEBI (Listing Obligations and Disclosure Requirements) 2015. The Board of Directors has constituted three Committees i.e. Audit Committee, Stake Holder Relationship Committee, Remuneration and Nomination Committee. The roles and responsibilities assigned to these Committees are covered under the terms of reference approved by the Board and are subject to review by the Board from time to time. The minutes of the meetings of Audit Committee, Stake Holder Relationship Committee, Remuneration and Nomination Committee are placed before the Board for their information and noting. The details as to the composition, terms of reference, number of meetings and related attendance etc. of these Committees are given below:

I. Audit Committee

Composition, meetings and the attendance during the year

Four (4) meetings of the Audit Committee were held on 30-05-2022, 11-08-2022, 14-11-2022 and 13-002-2023. The details of composition of the Committee and their attendance at the meetings are given below:

As on 31st March, 2023 the Composition of the committee was in compliance with as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 177 of the Companies Act, 2013. Members of the Audit Committee have requisite financial and Management expertise.

Name	Designation	Category	No. of Meetings Attended
Mr. Abhishek Buddhadev	Chairman	Non-Executive Independent	4
Mr. Ajit Kamath	Member	Non-Executive (Promoter)	4
Dr. Sunil Pitroda	Member	Non-Executive Independent	4

Terms of Reference

The terms of reference to this committee, inter alia covers all the matters specified under SEBI (Listing Obligations and Disclosure Requirements) 2015 as well as in Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors, from time to time. The Audit Committee has also powers inter alia to investigate any activity within its terms of reference and the Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

II. Nomination & Remuneration Committee:

Composition, meetings and the attendance during the year

One meeting of the Nomination & Remuneration Committee was held during the year under review. The details of composition of the Committee and their attendance at the meeting are given below:

As on 31st March 2023, the Composition of the committee is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and section 178 of the Companies Act, 2013.

Name	Designation	Category	No. of Meetings Attended
Dr. Sunil Mansukhlal Pitroda	Chairman	Non-Executive Independent	1
Mr. Rajendra Kaimal	Member	Non-Executive (Promoter)	1
Ms. Urja Shah	Member	Non-Executive Independent	1

• Terms of Reference

- The Committee was constituted to:
- To guide the Board in relation to appointment and removal of Directors, KMP and senior Management.
- To review and recommend managerial remuneration, based on their performance and defined assessment criteria.
- To evaluate the performance of the Board members and provide necessary report to the Board for further evaluation of the Board.
- To retain, motivate and promote talent and to ensure long-term sustainability of talented managerial persons and create competitive advantage.
- To devise policy on Board diversity

- To develop succession plan for the Board and review the plan regularly.
During the financial year under review Independent Directors are paid sitting fees for attending Board Meetings, Non- Executive Directors are not eligible for any remuneration.
The brief terms of Policy of Remuneration to Directors and senior Managerial Personnel.
- **Remuneration to Managing Director/Wholetime Directors**
 - a) The Remuneration/Commission etc. to be paid to Managing Director/Wholetime Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Remuneration and Nomination Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Wholetime Directors
- **Remuneration to Non-Executive/Independent Directors:**
 - a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Remuneration and Nomination Committee and approved by the Board of Directors.
 - b) All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Remuneration and Nomination Committee and approved by the Board of Directors or shareholders, as the case may be.
 - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company, if any.
 - d) Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of above clause if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.
- **Remuneration to Key Managerial Personnel:**
 - a) The remuneration to Key Managerial Personnel shall consist of fixed pay only, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
 - b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time in accordance with the Company's Policy.

III. Stake Holder Relationship Committee:

Composition, meetings and the attendance during the year

Four (4) meetings of the Stake Holder Relationship Committee were held on 30-05-2022, 11-08-2022, 14-11-2022 and 13-002-2023. The details of composition of the Committee and their attendance at the meetings are given below:

As on 31st March, 2023, the Composition of the committee is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and section 178 of the Companies Act, 2013.

Name	Designation	Category	No. of Meetings Attended
Mr. Rajendra Kaimal	Chairman	Non-Executive (Promoter)	4
Ms. Urja Shah	Member	Non-Executive - Independent Director	4
Dr. Sunil Pitroda	Member	Non-Executive - Independent Director	4

No complaints have been received during the year. No investor grievance remained unattended/pending for more than 30 days.

IV. Corporate Social Responsibility Committee (CSR):

During the financial year 2022-23, no meeting of the committee was held, since the occasion for it did not arise.

Terms of reference –

To Decide, Formulate and recommend the CSR policy to the board which shall indicate the activities to be undertaken by the Company, recommend the amount of expenditure to be incurred on the activity and monitor the CSR policy of the Company from time to time.

4. GENERAL BODY MEETINGS:

a) Details of the Annual General Meetings held during the preceding 3 years and Special Resolutions passed thereat are given below:

Year	Day, Date and Time of the Meeting	Venue	Details of Special Resolutions passed
Postal Ballot	Thursday, 30th March, 2023	Postal Ballot	Re-appointment of Independent Directors
2022	Friday, the 30th September, 2022	Video Conferencing/ Other Audio Visual Means ("VC/OAVM")	No Special Resolution was passed.
2021	Tuesday, 30th day of November, 2021	Video Conferencing/ Other Audio Visual Means ("VC/OAVM")	No Special Resolution was passed.
2020	Wednesday, 16th September, 2020	Postal Ballot	Change in the of name of the Company to "Kobo Biotech Limited

5. DISCLOSURES:

- a. There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in Note to the Financial Statements.
- b. There were no non-compliance and no penalties/strictures were imposed by Stock Exchanges or SEBI or any other statutory authority in last 3 years. However there has been some delay in payment of listing fees to the BSE Ltd for the FY 2023-24.
- c. The Board of Directors of the Company has adopted and put in place a Whistle Blower Policy the said policy is uploaded on website of the Company and further no personnel have been denied access to the audit committee.

d. **Compliance with Accounting Standards:**

In preparation of the Financial Statements, the Company has followed the Accounting Standards applicable to the Company in terms of the provision of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

e. **CEO/CFO Certification/ Director Certification**

Pursuant to the regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Chairman and Non - Executive Director has issued a certificate to the Board, for the year ended 31st March, 2023, the said certificate forms part of this Annual report.

f. **Internal control system and their adequacy:**

The Company has adequate internal control procedures commensurate with its size and nature of business. The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risk management.

- g. Details of compliance with mandatory and non-mandatory requirements of SEBI (LODR) Regulations, 2015: Your Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.
- h. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report: The Company has complied with Corporate Governance requirements specified in Regulations 17 to 27, read with para C and D of Schedule V of Listing Regulations, as applicable.

There were no cases of non-compliance with Stock Exchanges or nor any cases of penalties or strictures imposed by any Stock Exchanges or SEBI or any other statutory authority for any violation related to the capital market during the last three years.

- i. **Total fees for all services paid by the listed entity and its subsidiaries, on a Consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.:** Details relating to Fees paid to the Statutory Auditors are given in notes to the Financial Statements
- j. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**Not Applicable

k. Code of Conduct for Prevention of Insider Trading:

The Board of Directors of the Company had approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulations, 2015.

l. Subsidiary Companies:

The Company does not have any Subsidiary Company.

m. Certification from Company Secretary in Practice

A certificate has been received from Mr. Mehul Pitroda of M/s. M S Pitroda & Co., Practicing Company Secretaries, (CP 20308) that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the board / Ministry of Corporate Affairs or any such statutory authority.

n. Disclosure of instances along with the reasons, where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the financial year 2022-23, provided that the clause shall only apply where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations.

There was no instance during the financial year 2022-23, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

o. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount;

There are no loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties as at 31st March, 2023.

p. Disclosures on materially significant Related Party Transactions that is transactions of the Company of material nature, with its Promoters, the Directors or the Management, their relatives or Subsidiaries, etc. that may have potential conflict with the interest of the Company at large.

The transaction between the Company and the Management, Directors or their relatives are disclosed in the Annual Audited Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no other materially significant related party transaction that may have potential conflict with the interest of the Company at large.

6. MEANS OF COMMUNICATION

Financial Results: The quarterly, half-yearly and annual results of the Company are submitted to the Stock Exchanges on which the company's shares are listed in accordance with the Listing Regulations.

Annual Report: Annual Report of the Company containing, inter-alia, Audited Financial Statements, Boards' Report, Report on Corporate Governance, Auditors Report and other important information is circulated to the members and others entitled thereto for each financial year. The Management Discussion and Analysis Report forms part of the Annual Report.

7. GENERAL SHAREHOLDERS' INFORMATION

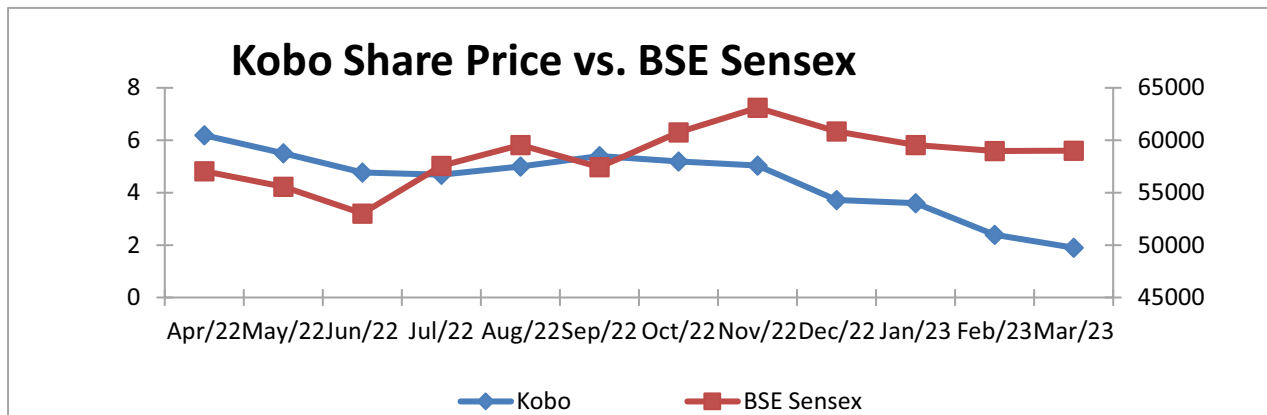
1.	Date, Time and Venue of AGM:	Saturday, 30th September, 2023 at 10:00 A.M through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM")
2.	Financial Calendar	1st April to 31st March
3.	Board Meetings for Quarterly Results: (tentative and subject to change)	<ul style="list-style-type: none"> ● Quarter ending June 30, 2023 - On or before 14th August, 2023 ● Quarter ending September 30, 2023 - On or before 14th November, 2023 ● Quarter ending December 31, 2023 - On or before 14th February, 2024 ● Quarter ending March 31, 2024 - On or before 30th May, 2024 ● Annual General Meeting for the Financial - On or before 30th September, 2024
4.	Book Closure dates	N.A.
5.	Dividend Payment Date	No dividend has been recommended by the Board for the financial year 2022-23.
6.	Listing on the stock exchanges	Bombay Stock Exchange (BSE) Limited
7.	Payment of Listing fees	Annual listing fees have been paid as per the requirements of the Listing Agreement for FY 2022-23.
8.	International Securities Identification Number.	INE881A01015
9.	Corporate Identification Number	L24110AP1993PLC016112
10.	Stock Code: BSE	531541
11.	Registered Office	Plot No. 121A/1, Western Hills, Addagutta Society, Opp. JNTU, Kukatpally, Hyderabad - 500072 Tel : 022-4287 1210; Fax: 022-4287 1285
12.	Corporate Office Exclusive e-mail Id for investors.	Unit 101, HYDE Park Building, Saki Vihar Raod, Andheri (East) Mumbai - 400 072, INDIA. info@kobobiotech.com / info@kobobiotech.com
13.	Registrars and Share Transfer Agents	XL Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad- 500 034. Phone no. (040) 23545913, 14, 15.
14.	Manufacturing Locations	Plot No. E-2, Chincholi Industrial Area, Solapur, Maharashtra. Survey No.18, Yawapur Village, Sadasivpeth Mandal, Medak Dist, Telangana. (non-operational)

15.	Address for Correspondence	Shareholder correspondence should be addressed to the Company's R & T Agent or to the secretarial department of the Company.
16.	Dematerialisation of shares And liquidity:	Trading in equity shares of the company became mandatory from July, 2001. As on 31st March, 2022, 23687184 Equity shares equivalent to 99.42 % of the paid up share capital of the company are held in dematerialized form. The company's shares are currently traded in Z group on the BSE, Mumbai.
17.	Outstanding GDR/ADR/Warrants	As on 31.03.2023, the Company has not issued any of these types of securities, convertible instruments, conversion date and likely impact of Equity.
18.	Share Transfer System	<p>Shares sent for physical transfer or dematerialization requests are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents.</p> <p>Bad deliveries are promptly returned to Depository Participants (Dps) under advice to the shareholders.</p>

19. Stock Market data relating to shares listed

Month	Bombay Stock Exchange (Amt. In Rs)	
	High Price	Low Price
Apr-22	6.73	5.3
May-22	6.09	4.47
Jun-22	5.82	4.71
Jul-22	5.55	4.43
Aug-22	5.51	4.44
Sep-22	6.51	4.75
Oct-22	5.68	4.69
Nov-22	5.5	4.36
Dec-22	5.24	3.48
Jan-23	4.36	3.3
Feb-23	4.14	2.38
Mar-23	2.5	1.86

Chart showing comparison of Kobo Biotech Limited Share Price (closing – monthly) with BSE Sensex (closing – monthly):



20. Distribution of Shareholding as on 31st March, 2023.

No. of Equity shares	Shareholders		No. of Shares	
	Number	% of Holders	Number	% of shares
Upto 5,000	4566	70.28	7739860	3.25
5,001 - 10,000	765	11.77	6511870	2.73
10,001 - 20,000	430	6.62	6763140	2.84
20,001 - 30,000	163	2.51	4197640	1.76
30,001 - 40,000	92	1.42	3320980	1.39
40,001 - 50,000	91	1.40	4300280	1.80
50,001 - 1,00,000	164	2.52	12717200	5.34
1,00,001 & above	226	3.48	192699030	80.88
Total	6497	100.00	238250000	100.00

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

To

The Shareholders,

I hereby declare that all the Board Members and the senior management personnels have affirmed compliance with the code of conduct adopted by the company and have submitted declarations in this behalf for the year ended 31st March, 2023.

Mumbai
30th May, 2023

Ajit Kamath
Chairman & Non Executive Director

CERTIFICATE FROM CHAIRMAN

I, Ajit Kamath, Director of the Company, to the best of my knowledge and belief, certify that:

- a. I have reviewed the financial statements and the cash flow statement for the year under review and certify that:
 - i. these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violate of the company's code of conduct.
- c. I am responsible for establishing and maintaining internal controls for financing reporting and have evaluated the effectiveness and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.
- d. I have indicated to the auditors and audit committee that -
 - i. there are no significant changes in internal control over financial reporting during the year.
 - ii. there are no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - iii there are no frauds of which i was aware, that involves management or other employees who have a significant role in the company's internal control system.

Mumbai
30th May, 2023

Ajit Kamath
Chairman & Non Executive Director

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. Kobo Biotech Limited Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Kobo Biotech Limited (“the Company”), which comprise of the balance sheet as at March 31, 2023, the statement of Profit and Loss (Including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by The Companies Act, 2013 (“The Act”) in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (“ind as”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, Loss and total comprehensive income, changes in equity and Its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independent requirement that are relevant to our audit of the financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than financial statements and Auditors report thereon

The company’s Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the management discussion and analysis, Boards report including Annexure to Boards Report, Corporate Governance and Shareholders information, but does not include the financial statements and our auditor’s report thereon.

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

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

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

Responsibilities of Management and those charged with governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also

responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

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

Other Audit Matters

The balances for Sundry Debtors and Sundry creditors as on 31st March' 2023 are subject to confirmation. The figures reported in the financial statement are as per the ledger account.

We draw attention to Note 2.16 to the financial statements, which states *Majority of the secured loans namely Karur Vysya Bank, Punjab National Bank and Axis bank have been assigned to a leading ARC and for the remainder of the secured loan, the company is under discussion with the lender for the settlement. Hence, the balances are same in the books of accounts since then and are subject to confirmation.*

Our opinion is not qualified in respect of that matter.

We draw your attention to Note 2.11 which states *Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.*

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

In this regard, the company has provided bank balance confirmation for FY 2022-23 of IDBI and Neelkanth only. The company confirms that there were no transactions during the year in any of the bank accounts. (Except the two i.e. IDBI and Neelkanth).

Our opinion is not qualified in respect of that matter

We draw your attention to Note 2.5 which states *Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements.*

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities (net) are been carried forward from the previous year. The company has not carry out the calculation for deferred tax during the year.

Our opinion is not qualified in respect of that matter

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements does comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the 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 adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the matter to be included in the Auditors’ Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, no remuneration paid by the Company to its directors during the current year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company 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, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
 - v. As explained to us, and on the basis of documents produced before us, no dividend declared and paid during the year by the company.

For and on behalf of

A N Shah & Associates

Chartered Accountants

Firm's registration number: 152559W

Akash Shah

Proprietor

Membership number: 191340

Mumbai, 30 May, 2023

UDIN - 23191340BGSPYV6184

ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT

Annexure A referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our Report of even date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

According to the information and explanations given to us, and on the basis of our examination of the records of the Company, we state that:

I. In respect of the Company's fixed assets:

- (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed on Fixed Assets to the financial statements, are held in the name of the company.

ii. In respect of its inventories:

Physical verification of inventory has been conducted at reasonable intervals by the management and as per information submitted to us no material discrepancies were noticed. However there is no material movement in the inventory during the year under consideration as there was no business transaction in the company. The Inventories comprises of RM, WIP, FG and Consumables and are all stated at cost only.

- iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability Partnerships or other parties covered in the register under section 189 of the Companies Act, 2013 ('the Act').
- iv. In our opinion and according the information and explanations given to us and on the basis of our examination of the records of the company, the company has not given loans, made investments or given guarantees which are covered by the provisions of Section 185 and 186 of the Act.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. Pursuant to the rules made by the Central Government of India, the company is required to maintain cost records as specified under section 148(1) of the Act in respect of its products. We have reviewed the same, however we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company is been irregular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. There are arrears of outstanding such undisputed statutory dues at the last day of the financial year concerned for a period of more than six months from the date they became payable.

Sr. No.	Nature of Dues	Amount	Nature of Statue
1	ESIC	31,418	ESIC Act
2	Professional Tax	3,05,290	VAT
3	TDS	16,31,450	Income Tax Act 1961
4	Income Tax AY 09-10	5,56,135	Income Tax Act 1961
5	Income Tax AY 11-12	1,31,090	Income Tax Act 1961
6	Income Tax AY 12-13	1,83,08,040	Income Tax Act 1961
7	Income Tax AY 13-14	2,46,27,820	CIT (Appeal) Disputed
8	Income Tax AY 13-14	36,00,000	CIT (Appeal) Disputed
9	Income Tax AY 14-15	8,51,00,000	CIT (Appeal) Disputed

- viii. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has delay/defaulted in repayment of dues along with the interest however interest provision has not been made thereon with the banks as at the end of the financial year.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not Paid managerial remuneration thus requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act is not applicable to the company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv Based on information and explanations provided to us and our audit procedures, in our opinion, the Company does not have an internal audit system as there is no business.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balancesheet as and when they fall due within a period of one year from the balancesheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For and on behalf of

A N Shah & Associates

Chartered Accountants

Firm's registration number: 152559W

Akash Shah

Proprietor

Membership number: 1913400

Mumbai, 30 May, 2023

UDIN - 23191340BGSPYV6184

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE
IND AS FINANCIAL STATEMENTS OF TRADE WINGS 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 KOBO BIOTECH LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 judgments, 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 my /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, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

A N Shah & Associates

Chartered Accountants

Firm's registration number: 152559W

Akash Shah

Proprietor

Membership number: 191340

Mumbai, May 30, 2023

UDIN - 23191340BGSPYV6184

Balance Sheet as at 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	3,75,874	4,16,593
Capital work-in-progress		-	-
Investment property		-	-
Goodwill		-	-
Other intangible assets		-	-
Intangible asset under development		-	-
Financial assets			
i) Investments	4	-	-
ii) Trade receivables		-	-
iii) Loans	5	-	-
v) Other financial assets		-	-
Other non-current assets		-	-
Total non-current assets		3,75,874	4,16,593
Current assets			
Inventories	6	1,80,405	1,80,405
Financial assets			
i) Investments		-	-
ii) Trade receivables	7	1,19,524	1,17,962
iii) Cash and cash equivalents	8	841	835
iv) Bank balances other than cash and cash equivalent	9	429	429
v) Loans and Advances	10	-	-
vi) Other financial assets	11	5,183	5,183
Current tax assets (net)	12	57,175	57,160
Other current assets	13	13,869	13,285
Total current assets		3,77,426	3,75,259
Total assets		7,53,300	7,91,852
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	2,38,250	2,38,250
Other equity	15	(15,18,065)	(14,62,531)
Total equity		(12,79,815)	(12,24,281)
Liabilities			
Non-current liabilities			
Financial liabilities			
i) Borrowings	16	3,26,600	3,35,341
ii) Trade Payables		-	-
Micro, Small and Medium Enterprises		-	-
Others		-	-
iii) Other financial liabilities		-	-
Provisions	17	17,774	17,774
Deferred Tax Liabilities	29	29,901	29,901
Other non-current liabilities		-	-
Total non-current liabilities		3,74,275	3,83,015
Current liabilities			
Financial liabilities			
Borrowings	18	10,71,811	10,71,811
Trade payables		-	-
Micro, Small and Medium Enterprises	19	103	103
Othes		5,47,248	5,21,620
Other financial liabilities		-	-
Other current liabilities	20	37,740	37,784
Provisions		-	-
Current tax liabilities (net)	21	1,938	1,801
Total current liabilities		16,58,840	16,33,118
Total liabilities		20,33,116	20,16,133
Total equity and liabilities		7,53,300	7,91,852

1-39

See accompanying notes to the financial statements

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

As per our report of even date

For A N Shah & Associates

Chartered Accountants

Firm Registration No.: 152559W

Akash Shah

Proprietor

Membership No: 191340

Place: Mumbai

Date: 30th May, 2023

For and on behalf of the Board of Directors

Kobo Biotech Limited

CIN: L24110TG1993PLC016112

Ajit Kamath

Chairman

DIN: 00032799

Place: Mumbai

Date: 30th May, 2023

N K Murdia

Chief Finance Officer

Place: Mumbai

Date: 30th May, 2023

Rajendra Kaimal

Director

DIN:00032839

Place: Mumbai

Date: 30th May, 2023

Jignesh Patel

Company Secretary

MRN: 29736

Place: Mumbai

Date: 30th May, 2023

Statement of Profit and Loss for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
Income			
Revenue from operations	22		
Other income	23	152	166
Total income		152	166
Expenses			
Cost of material consumed		-	-
Purchase of Stock-in-trade		-	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	-	-
Employee benefits expense	25	2,301	7,154
Finance costs	26	2	1,348
Depreciation and amortization expense	27	40,719	46,060
Other expenses	28	12,663	97,864
Total Expenses		55,685	1,52,425
Profit/(Loss) before exceptional items and tax		(55,534)	(1,52,259)
Exceptional items		-	-
Profit/(Loss) before tax		(55,534)	(1,52,259)
Tax expense			
Current tax		-	-
Deferred tax	29	-	-
Total income tax expense		-	-
Profit/(Loss) for the year from continuing operations		(55,534)	(1,52,259)
Profit/(Loss) for the year from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(Loss) for the year from discontinued operations, net of tax		-	-
Profit for the period		(55,534)	(1,52,259)
Other comprehensive income			
<i>Items that will be reclassified subsequently to profit or loss</i>			
<i>Items that will not be reclassified to profit or loss</i>			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(55,534)	(1,52,259)
Earnings / (Loss) per share			
Basic earnings /(loss) per share (INR)	30	(2.33)	(6.39)
Diluted earnings /(loss) per share (INR)	30	(2.33)	(6.39)
See accompanying notes to the financial statements	1-39		

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

As per our report of even date
For A N Shah & Associates
Chartered Accountants
Firm Registration No.: 152559W

Akash Shah
Proprietor
Membership No: 191340

Place: Mumbai
Date: 30th May, 2023

For and on behalf of the Board of Directors
Kobo Biotech Limited
CIN: L24110TG1993PLC016112

Ajit Kamath
Chairman
DIN: 00032799

Place: Mumbai
Date: 30th May, 2023

N K Murdia
Chief Finance Officer

Place: Mumbai
Date: 30th May, 2023

Rajendra Kaimal
Director
DIN:00032839

Place: Mumbai
Date: 30th May, 2023

Jignesh Patel
Company Secretary
MRN: 29736

Place: Mumbai
Date: 30th May, 2023

Statement of changes in equity for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

(A) Equity share capital

For the year ended 31 March 2023

	31 March 2023	
	No. of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 1 April 2022	2,38,25,000	2,38,250
Changes in Equity Share Capital due to prior period errors		
Restated balance as at 1 April 2022	-	-
Changes in equity share capital during the current year		
Balance as at 31 March 2023	<u>2,38,25,000</u>	<u>2,38,250</u>

For the year ended 31 March 2022

	31 March 2022	
	No. of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 1 April 2021	2,38,25,000	2,38,250
Changes in Equity Share Capital due to prior period errors		
Restated balance as at 1 April 2021	-	-
Changes in equity share capital during the previous year		
Balance as at 31 March 2022	<u>2,38,25,000</u>	<u>2,38,250</u>

(B) Other equity

For the year ended 31 March 2023

Particulars	Reserve and Surplus				Total
	Capital Reserve	Securities Premium	Other Reserves	Retained Earnings	
Balance as at 1 April 2022	7,000	3,17,051	1,32,000	(19,18,583)	(14,62,531)
Restated balance as at April 2022	7,000	3,17,051	1,32,000	(19,18,583)	(14,62,531)
Profit for the year				(55,534)	(55,534)
Other comprehensive income					-
Total Comprehensive Income	-	-	-	(55,534)	(55,534)
Balance as at 31 March 2023	<u>7,000</u>	<u>3,17,051</u>	<u>1,32,000</u>	<u>(19,74,116)</u>	<u>(15,18,065)</u>

For the year ended 31 March 2022

Particulars	Reserve and Surplus				Total
	Capital Reserve	Securities Premium	Other Reserves	Retained Earnings	
Balance as at 1 April 2021	7,000	3,17,051	1,32,000	(17,66,323)	(13,10,272)
Restated balance as at 1 April 2021	7,000	3,17,051	1,32,000	(17,66,323)	(13,10,272)
Profit for the year				(1,52,259)	(1,52,259)
Other comprehensive income					-
Total Comprehensive Income	-	-	-	(1,52,259)	(1,52,259)
Balance as at 31 March 2022	<u>7,000</u>	<u>3,17,051</u>	<u>1,32,000</u>	<u>(19,18,583)</u>	<u>(14,62,531)</u>

See accompanying notes to the financial statements

1-39

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

As per our report of even date
For A N Shah & Associates
Chartered Accountants
Firm Registration No.: 152559W

Akash Shah
Proprietor
Membership No: 191340

Place: Mumbai
Date: 30th May, 2023

For and on behalf of the Board of Directors
Kobo Biotech Limited
CIN: L24110TG1993PLC016112

Ajit Kamath
Chairman
DIN: 00032799

Place: Mumbai
Date: 30th May, 2023

N K Murdia
Chief Finance Officer

Place: Mumbai
Date: 30th May, 2023

Rajendra Kaimal
Director
DIN:00032839

Place: Mumbai
Date: 30th May, 2023

Jignesh Patel
Company Secretary
MRN: 29736

Place: Mumbai
Date: 30th May, 2023

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

1 General Information

Kobo Biotech Limited (the "Company") is a listed company domiciled in India and was incorporated on 3rd August, 1993 under the provisions of the Companies Act, 1956 applicable in India. The Company is primarily engaged in the business of manufacturing Active Pharmaceutical Ingredients (API) based on Fermentation technology.

2 Significant accounting policies

Significant accounting policies adopted by the company are as under:

2.1 Basis of Preparation of Financial Statements

(a) Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules and guidelines issued by Securities and Exchange Board of India (SEBI) as amended from time to time.

(b) Basis of measurement

"The financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial assets and liabilities been measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated."

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

(c) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis.

2.2 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Capital Work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. Capital Work-in-Progress is carried at cost, comprising direct cost, related incidental expenses and interest on borrowing to the extent attributed to them.

2.3 Foreign Currency Transactions

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(b) Transactions and balances

"On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

2.4 Revenue Recognition

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns and allowances, trade discounts and volume rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties.

Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

2.5 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

"Deferred income tax is provided in full, using the balance sheet approach, on temporary differences

arising between the tax bases of assets and liabilities and their carrying amounts in financial statements.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

2.6 Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

2.7 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realizable value. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost on Moving average basis.

Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on Moving average basis.

"Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

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

The comparison of cost and net realizable value is made on item by item basis.

2.8 Debtors and creditors

Debtors and creditors are subject to confirmation

2.9 Impairment of assets

"The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off.

2.10 Provisions and contingent liabilities and assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes to the accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

2.11 Cash and cash equivalents

"Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft."

2.12 Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.13 Interest Expenses

The interest cost for the financial year 2022-23 is not being provided for, as majority of the loans have been assigned to a leading ARC.

2.14 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest thousands as per requirement of Schedule III of the Act, unless otherwise stated.

2.15 Financial Instruments

"Financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Impairment of Financial Assets - In accordance with IND AS 39 - Financial Instruments: Recognition and Measurements. An entity shall assess at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired."

2.16 Majority of the secured loans namely Karur Vysya Bank, Punjab National Bank and Axis bank have been assigned to a leading ARC and for the remainder of the secured loan, the company is under discussion with the lender for the settlement. Hence, the balances are same in the books of accounts since then and are subject to confirmation.

2.17 Other Notes

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

3 Property, Plant and Equipment

Notes	Gross block				Depreciation				Net block		
	As at 1 April 2022	Additions/ Adjustments	Changes due to Revaluation	Deductions/ Adjustments held for sale	As at 31 March 2023	Acquisition through Business Combination	For the year	Changes due to Revaluation	Deductions/ Adjustments held for sale	As at 31 March 2023	As at 31 March 2022
Owned assets											
Freehold Land	23,645	-	-	-	23,645	-	-	-	-	23,645	23,645
Right-of-use Assets, except for investment property	7,684	-	-	-	7,684	81	-	-	-	5,863	5,944
Building											
Non Factory	18,048	-	-	-	18,048	300	-	-	-	12,318	12,618
Factory	1,70,542	-	-	-	1,70,542	4,202	-	-	-	62,507	66,709
Plant and Machinery	7,87,136	-	-	-	7,87,136	36,072	-	-	-	2,70,074	3,06,146
Lab Equipments	4,698	-	-	-	4,698	56	-	-	-	259	316
Electrical Installments	15,465	-	-	-	15,465	-	-	-	-	773	773
Furniture	4,401	-	-	-	4,401	-	-	-	-	220	220
Office Equipment	1,439	-	-	-	1,439	-	-	-	-	72	72
Computers	2,899	-	-	-	2,899	9	-	-	-	102	111
Vehicles	803	-	-	-	803	-	-	-	-	40	40
Total	10,36,760	-	-	-	10,36,760	40,719	-	-	-	3,75,874	4,16,593

Notes	Gross block				Depreciation				Net block		
	As at 1 April 2021	Additions/ Adjustments	Changes due to Revaluation	Deductions/ Adjustments held for sale	As at 31 March 2022	Acquisition through Business Combination	For the year	Changes due to Revaluation	Deductions/ Adjustments held for sale	As at 31 March 2022	As at 31 March 2021
Owned assets											
Freehold Land	23,645	-	-	-	23,645	-	-	-	-	23,645	23,645
Right-of-use Assets, Building	7,684	-	-	-	7,684	1,740	-	-	-	5,944	7,684
Non Factory	18,048	-	-	-	18,048	305	-	-	-	12,618	12,923
Factory	1,70,542	-	-	-	1,70,542	4,252	-	-	-	66,709	70,961
Plant and Machinery	16,22,209	-	-	-	16,22,209	39,330	-	-	-	3,06,146	4,49,296
Lab Equipments	4,698	-	-	-	4,698	420	-	-	-	316	735
Electrical Installments	49,588	-	-	-	49,588	0	-	-	-	773	2,481
Furniture	9,246	-	-	-	9,246	-	-	-	-	220	462
Office Equipment	5,559	-	-	-	5,559	12	-	-	-	72	266
Computers	8,580	-	-	-	8,580	-	-	-	-	111	405
Vehicles	4,393	-	-	-	4,393	-	-	-	-	40	211
Total	19,24,192	-	-	-	19,24,192	46,060	-	-	-	4,16,593	5,69,069

3.1 Property, plant and equipment pledged as security

Refer to Note 38 for information on property, plant and equipment pledged as security by the Company

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

4 Financial Assets - Investments

	As at 31 March 2023	As at 31 March 2022
Investment in equity instruments (fully paid-up)		
Unquoted equity shares		
NIL	-	-
Total (equity instruments)	-	-
Non- Current	-	-
Aggregate book value of:		
Unquoted investments	-	-
Aggregate market value of:		
Unquoted investments	-	-
	31 March 2023	31 March 2022

5 Non- current financial assets - Loans

<u>Unsecured, considered good</u>		
Loans to related party	-	-
Total	-	-

6 Inventories*

	31 March 2023	31 March 2022
Raw material	43,296	43,296
Work in progress	1,19,701	1,19,701
Finished goods	3,787	3,787
Store and spares parts including packing material	13,622	13,622
	1,80,405	1,80,405

*Hypothecated as charge against short term-borrowings. Refer note 38.

8 Cash and cash equivalents

	31 March 2023	31 March 2022
Balances with banks:		
in current accounts	824	818
Cash on hand	16	16
	841	835

9 Bank balances other than Cash and cash equivalent

	31 March 2023	31 March 2022
In Fixed deposit with maturity less than 12 months from balance sheet date	429	429
	429	429

10 Current financial assets - Loans and Advance

	31 March 2023	31 March 2022
Other Advance		
Secured considered good	-	-
	-	-
Total	-	-

11 Other financial assets

	31 March 2023	31 March 2022
Security Deposits	5,183	5,183
	5,183	5,183

12 Current tax assets

	31 March 2023	31 March 2022
Direct Tax (net of provisions)	57,175	57,160
	57,175	57,160

13 Other current assets

	31 March 2023	31 March 2022
Balance with Government authorities	13,773	13,156
Prepaid Expenses	96	129
	13,869	13,285

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

7 Trade receivable	Non-Current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Secured, considered good	-	-	-	-
Unsecured	-	-	1,19,524	1,17,962
-Considered good	-	-	1,19,524	1,17,962
Further classified as: Receivable from others	-	-	1,19,524	1,17,962
	-	-	1,19,524	1,17,962

Ageing of Trade Receivables

31 March 2023 Particulars	Non Current					Current												
	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts			Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts										
			Less than 6 months	6 months - 1 year	1-2 years			2-3 years	More than 3 years	Total	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total		
(i) Undisputed Trade receivables considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	120	120	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	120	120

31 March 2022 Particulars	Non Current					Current													
	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts			Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts											
			Less than 6 months	6 months - 1 year	1-2 years			2-3 years	More than 3 years	Total	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total			
(i) Undisputed Trade receivables considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,17,962	1,17,962	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,17,962	1,17,962

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

- 14 Share capital
(A) Equity shares

	<u>31 March 2023</u>	<u>31 March 2022</u>
Authorized		
40,000,000 (31 March 2022: 40,000,000) Equity Shares of 10 each	4,00,000	4,00,000
	<u>4,00,000</u>	<u>4,00,000</u>
Issued, subscribed and paid up		
23,825,000 (31 March 2022: 40,000,000) Equity Shares of 10 each	2,38,250	2,38,250
Total	<u>2,38,250</u>	<u>2,38,250</u>

(i) **Reconciliation of equity shares outstanding at the beginning and at the**

	<u>31 March 2023</u>		<u>31 March 2022</u>	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	2,38,25,000	2,38,250	2,38,25,000	2,38,250
Add: Issued during the year				
Outstanding at the end of the year	<u>2,38,25,000</u>	<u>2,38,250</u>	<u>2,38,25,000</u>	<u>2,38,250</u>

(ii) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of [Face value] per share. Each shareholder is entitled to one vote per share held. They entitle the holders to participate in dividends and dividend, if any declared is payable in Indian Rupees.

(iv) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	<u>31 March 2023</u>		<u>31 March 2022</u>	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR Rs 10/- each fully paid				
Arch Pharmed Labs Limited	10709100	44.95%	10709100	44.95%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(v) Details of Shares held by Promoters at the end of the year

S. No.	Promoter name	<u>31 March 2023</u>			<u>31 March 2022</u>		
		No. of Shares	% of total shares	% Change during the year	No. Of Shares	% of total shares	% Change during the year
1	Arch Pharmed Labs Limited	10709100	44.95%	0%	10709100	44.95%	0%
Total		10709100	44.95%	0%	10709100	44.95%	0%

15 Other equity

	<u>31 March 2023</u>	<u>31 March 2022</u>
(A) Securities premium	3,17,051	3,17,051
(B) General reserve	1,30,000	1,30,000
(C) Surplus/(deficit) in the Statement of Profit and Loss	(19,74,116)	(19,18,583)
(D) State Investment Subsidy	2,000	2,000
(E) Capital Reserves	7,000	7,000
	<u>(15,18,065)</u>	<u>(14,62,531)</u>
(A) Securities premium (SP)*		
Opening balance	3,17,051	3,17,051
Add : Securities premium credited on share issue		
Closing balance	<u>3,17,051</u>	<u>3,17,051</u>
(B) General reserve (GR)*		
Opening balance	1,30,000	1,30,000
Add: Transfer		
Closing balance	<u>1,30,000</u>	<u>1,30,000</u>
(C) Surplus/(deficit) in the Statement of Profit and Loss		
	<u>31 March 2023</u>	<u>31 March 2022</u>
Opening balance	(19,18,583)	(17,66,323)
Add: Net loss for the current year	(55,534)	(1,52,259)
Closing balance	<u>(19,74,116)</u>	<u>(19,18,583)</u>

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

(D) State Investment Subsidy	31 March 2023	31 March 2022
As at beginning of year	2,000	2,000
-Re-measurement gains/ (losses) on defined benefit plans (net of tax)		
Closing balance	<u>2,000</u>	<u>2,000</u>
(E) Capital reserves	31 March 2023	31 March 2022
As at beginning of year	7,000	7,000
Re-measurement gains/ (losses) on defined benefit plans (net of tax)		
Closing balance	<u>7,000</u>	<u>7,000</u>
16 Non-current borrowings	31 March 2023	31 March 2022
<u>Secured</u>		
(a) <u>Term loan</u>		
From Bank		
INR bank loan	3,46,757	3,46,757
Deferred Sales Tax Loan from State Govts.	1,36,927	1,45,668
<u>Unsecured</u>		
(b) <u>Loans from Body Corporate</u>		
From Bank		
Loan from Related Parties	3,17,140	3,17,140
	<u>8,00,825</u>	<u>8,09,565</u>
Less: Amount disclosed under the head "Other financial liabilities"		
Less: Current maturities of long term debt	<u>(4,74,225)</u>	<u>(4,74,225)</u>
Total non current maturities of long term borrowings	<u><u>3,26,600</u></u>	<u><u>3,35,341</u></u>

Terms of repayment

Term Loans

- a) The Term loans from banks of Rs 3467.57 lacs (Previous year Rs 3467.57 lacs) are secured by way of first pari passu charge on fixed assets, second pari passu charge on current assets, personal / corporate guarantees of promotor directors / company.

Deferred Sales Tax Loan

- b) The Company has been availing interest Sales Tax deferement loan from States Government Authorities and the balance Outstanding as on 31st March, 2023 was Rs 1369.27 Lacs (previous year Rs 1456.68 Lacs)

17. Provisions	<u>Long term</u>	
	<u>31 March 2023</u>	<u>31 March 2022</u>
Provisions for Excise Duty	460	460
Provisions for Taxes	17,315	17,315
Total Provisions	<u>17,774</u>	<u>17,774</u>
18. Short -term borrowings	31 March 2023	31 March 2022
Secured, from bank, term loan (Refer footnote i)		
Working Capital	5,97,586	5,97,586
Current Maturity of Long term Debts	4,74,225	4,74,225
Total short-term borrowings	<u>10,71,811</u>	<u>10,71,811</u>

Terms and conditions of loans

- (i) The working capital loans from the banks Rs 5975.86 Lakhs (Previous year Rs 5975.86 lacs) are secured by first pari-pasu charge on the current assets, second pari-pasu charge on fixed assets and personal guarantee of promotor directors / company."

19 Trade payables	<u>Non - Current</u>		<u>Current</u>	
	<u>31 March 2023</u>	<u>31 March 2022</u>	<u>31 March 2023</u>	<u>31 March 2022</u>
Total outstanding dues of micro enterprises and small enterprises	-	-	103	103
Total outstanding dues of creditors other than micro enterprises and small enterprises*	-	-	5,47,248	5,21,620
Total trade payables (II)	<u>-</u>	<u>-</u>	<u>5,47,351</u>	<u>5,21,723</u>

Trade Payables ageing schedule

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

31 March 2023		Non Current					
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-	-

31 March 2022		Non Current					
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-	-	-

31 March 2023		Current					
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	103	103
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	-	-	-	5,47,248	5,47,248
(iv) Disputed dues Others	-	-	-	-	-	-	-
	-	-	-	-	-	5,47,351	5,47,351

31 March 2022		Current					
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	103	103
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	-	-	-	5,21,620	5,21,620
(iv) Disputed dues Others	-	-	-	-	-	-	-
	-	-	-	-	-	5,21,726	5,21,726

20 Other current liabilities	31 March 2023	31 March 2022
Others Payable	37,740	37,784
Total other current liabilities	37,740	37,784

21 Current tax liabilities (net)	31 March 2023	31 March 2022
Statutory Dues	1,938	1,801
Total current tax liabilities	1,938	1,801

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

22	Revenue from operations	<u>31 March 2023</u>	<u>31 March 2022</u>
	Revenue from contracts with customers		
	- Sale of goods	-	-
	- Sale of services	-	-
		<u>-</u>	<u>-</u>
	Other operating revenue	-	-
	Total revenue from operations	<u>-</u>	<u>-</u>
23	Other income	<u>31 March 2023</u>	<u>31 March 2022</u>
3	Interest Income	152	166
	Total other income	<u>152</u>	<u>166</u>
24	Changes in inventories	<u>31 March 2023</u>	<u>31 March 2022</u>
	Inventories at the beginning of the year		
	-Finished goods	3,787	8,981
	-Work-in-progress	1,19,701	2,65,601
		<u>1,23,488</u>	<u>2,74,581</u>
	Less: Inventories at the end of the year		
	-Finished goods	3,787	3,787
	-Work-in-progress	1,19,701	1,19,701
		<u>1,23,488</u>	<u>1,23,488</u>
	Total	-	-
25	Employee benefits expense	<u>31 March 2023</u>	<u>31 March 2022</u>
	Staff welfare expenses	2,301	7,154
	Total employee benefits expense	<u>2,301</u>	<u>7,154</u>
26	Finance costs	<u>31 March 2023</u>	<u>31 March 2022</u>
	Interest on borrowing	-	1,343
	Other Finance charges	2	5
	Total finance costs	<u>2</u>	<u>1,348</u>
27	Depreciation and amortization expense	<u>31 March 2023</u>	<u>31 March 2022</u>
	Depreciation (Refer Note 3)	40,719	46,060
	Total depreciation and amortization expense	<u>40,719</u>	<u>46,060</u>

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

28 Other expenses	31 March 2023	31 March 2022
Power and fuel	1,185	1,003
Insurance	239	212
Legal and Professional charges	728	576
Rent, Rates & Taxes	150	156
Travelling and conveyance expenses	138	91
Printing and Stationery	77	58
Communication Expenses	9	11
Miscellaneous expenses	4,556	4,967
Balance Rounded / Written off	-	(4,372)
Payment to auditors (Refer details below)	75	25
Advance Written off	-	(1,08,589)
Assets Written off	-	1,06,416
CWIP - Written Off (P & L A/C)	-	22,507
Investment written off	-	1,21,930
Stock written off	-	3,52,381
Bad Debts written off	-	7,31,558
Interest Written Back	-	(7,89,051)
Loan Written Back	-	(3,68,193)
Employees Cost Written Back	-	(63,445)
Foreign Exchange Gain or Loss	5,507	89,624
Total other expenses	12,663	97,864

*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)

	31 March 2023	31 March 2022
As auditor		
Statutory audit	75	25
In other capacity	-	-
Total	75	25

29 Income Tax and Deferred Tax	31 March 2023	31 March 2022
Deferred tax liabilities	(29,901)	(29,901)
Deferred tax assets/ (liabilities), net	(29,901)	(29,901)

30 Earnings/ (Loss) per share

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

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

	<u>31 March 2023</u>	<u>31 March 2022</u>
Loss attributable to equity holders	(55,534)	(1,52,259)
Less: preference dividend after-tax	-	-
Loss attributable to equity holders after preference dividend	<u>(55,534)</u>	<u>(1,52,259)</u>
Add: Interest on convertible preference shares	-	-
Loss attributable to equity holders adjusted for the effect of dilution	<u>(55,534)</u>	<u>(1,52,259)</u>
Weighted average number of equity shares for basic EPS*	2,38,25,000	2,38,25,000
Effect of dilution:		
Share options		
Convertible preference shares		
Weighted average number of equity shares adjusted for the effect of dilution	<u>2,38,25,000</u>	<u>2,38,25,000</u>
Basic loss per share (INR)	(2.33)	(6.39)
Diluted loss per share (INR)	(2.33)	(6.39)

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

31 Leases where company is a lessee

(I) Changes in the carrying value of Right-of-use Assets

Particulars	Category of ROU Asset		
	Asset Class 1 (Example: Land and Building)	Asset Class 2 (Example: Plant & Machinery)	Asset Class 3 (Example: Office Equipments)
Balance as at 1 April 2021	76,84,137	-	-
Additions	-	-	-
Deletion	-	-	-
Depreciation	17,40,464	-	-
Balance as at 31 March 2022	59,43,673	-	-
Additions	-	-	-
Deletion	-	-	-
Depreciation	80,886	-	-
Balance as at 31 March 2023	58,62,787	-	-
32 Related Party Disclosures: 31 March 2023			
(A) Names of related parties and description of relationship as identified and certified by the Company:			
<u>Holding Company</u>			
NA			
<u>Entity under common control</u>			
Arch Impex Private Limited			
Arch Pharmachem Limited			
Arch Herbals Private Limited			
Arch Agro Industries Pvt Ltd			
Arch Pharmed Labs Limited			
Arch Life Sciences Limited			
Arch Finechemicals Limited			
<u>Key Management Personnel (KMP)</u>			
Mr Ajit Kamath			
Mr. Rajendra Kaimal			
Mr. Abhishek Buddhadev		Non-executive Director	
Mr. Urja Shah		Non-executive Director	
Mr. Sunil Pitroda		Non-executive Director	

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

KMP

Mr. N K Murdia

Mr. Jignesh Mahesh Patel

(B) Details of transactions with related party in the ordinary course of business for the year ended:

	31 March 2023	31 March 2022
(i) Holding Company		
Sale/purchase		
Loan received		
Interest on borrowing		
(l) Entity under common control		
Preference share capital		
Borrowings		
Embedded derivative liability		
Interest expense on liability component of convertible preference shares		
Interest expense on derecognition of liability component of convertible preference shares		
Others		
Arch Pharmalabs Limited	17,884.76	11,686.77
Arch Impex Private Limited	546.96	37,179.31
(ii) Key Management Personnel (KMP)		
Compensation of key management personnel		
Short term employee benefit		
Long term employee benefit		
Post-employment benefits		
Termination benefits		
Salaries including bonuses		
Share based payments		
(C) Amount due to/from related party as on:		
(l) Holding Company		
Short term borrowing		
Interest accrued but not due on loan		
Entity under common control		
Borrowings		
Arch Pharmalabs Limited	3,17,140.21	3,17,140.21
Embedded derivative liability		
Others		
Arch Pharmalabs Limited	88,408.60	70,523.84
Arch Herbals Private Limited	10,333.78	10,333.78
Arch Impex Private Limited	87,776.55	87,229.59
Arch Pharamachem Limited	2,960.00	2,960.00
(ii) Key Management Personnel (KMP)		
Employee related payables		
Other payables		
Director Loans		

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

33 The following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

Type of Borrower	"Loans/Advances granted Individually or Jointly with other (Individually / Jointly) **"	Repayable on demand (Yes / No)	Terms/Period of repayment is specified (Yes / No)	31 March 2023		31 March 2022	
				Amount outstanding as at the balance sheet date	% of Total	Amount outstanding	% of Total
Promoter	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-
KMPs	-	-	-	-	-	-	-
Related Parties	-	-	-	-	-	-	-
Total of Loan and Advances in the nature of Loan	-	-	-	-	-	-	-

34 Capital-Work-in Progress (CWIP)

(a) For Capital-work-in progress ageing schedule
31 March 2023

CWIP	Amount in CWIP for a period of			Total
	Less than 1 year1	1-2 years	2-3 year	
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-

35 "Registration of charges or satisfaction with Registrar of Companies

A brief description of the charges or satisfaction	The location of the Registrar	The period (in days or months) by which such charge had to be registered as on March 31, 2023	The period (in days or months) by which such charge had to be registered as on March 31, 2022	Reason for delay in registration
-	-	-	-	-

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

36 Ratios

S No.	Ratio	Formula	Particulars		March 31, 2023		March 31, 2022		Ratio as on 31 March 2023	Ratio as on 31 March 2022	Variation	Reason (If variation is more than 25%)
			Numerator	Denominator	Numerator	Denominator	Numerator	Denominator				
(a)	Current Ratio	Current Assets / Current Liabilities	Current Assets= Inventories + Current Investment + Trade Receivable + Cash & Cash Equivalents + Other Current Assets + Contract Assets + Assets held for Sale	Current Liability= Short term borrowings + Trade Payables + Other financial Liability= Current tax (Liabilities) + Contract Liabilities+ Provisions + Other Current Liability	37,74,26,228	1,65,88,40,400	37,52,58,792	1,63,31,18,190	0.23	0.23	0.00%	
(b)	Debt-Equity Ratio	Debt / Equity	Debt= long term and short term borrowing and current maturities of long-term borrowings and redeemable preference shares treated as financial liability	Equity= Equity + Reserve and Surplus								Since company's net worth is negative, Debt to Equity Ratio is not calculated
(c)	Debt Service Coverage Ratio	Net Operating Income / Debt Service	Net Operating Income= Net profit after taxes + Non-cash operating expenses + finance cost	Debt Service = Interest & Lease Payments + Principal Repayments								
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Shareholders' Equity	Net Income= Net Profits after taxes - Preference Dividend	Shareholder's Equity								
(e)	Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	Cost of Goods Sold	(Opening Inventory + Closing Inventory)/2								
(f)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	Net Credit Sales	(Opening Trade Receivables + Closing Trade Receivable)/2								
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	Net Credit Purchases	(Opening Trade Payables + Closing Trade Payables)/2								
(h)	Net Capital Turnover Ratio	Revenue / Average Working Capital	Revenue	Average Working Capital= Average of Current assets - Current liabilities								
(i)	Net Profit Ratio	Net Profit / Net Sales	Net Profit	Net Sales								
(j)	Return on Capital Employed	EBIT / Capital Employed	EBIT= Earnings before interest and taxes	Capital Employed= Total Assets - Current Liability								
(k)	Return on Investment	Net Profit / Net Investment	Net Profit	Net Investment= Net Equity								

Notes forming part of the Financial Statements for the year ended 31st March, 2023

(Amount in INR thousands, unless otherwise stated)

37 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents liability component of Convertible Preference Shares and current borrowing from ultimate holding company of the Company. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

	<u>31 March 2023</u>	<u>31 March 2022</u>
Equity	(12,79,815)	(12,24,281)
Convertible preference share	-	-
Total equity	<u>(12,79,815)</u>	<u>(12,24,281)</u>
Borrowings other than convertible preference shares	-	-
Less: cash and cash equivalents	-	-
Total debt	<u>(12,79,815)</u>	<u>(12,24,281)</u>
Overall financing	(ii)	
Gearing ratio	(iii) = (i) + (ii)	
	(ii)/ (iii)	

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022

38 Assets Pledged as Security

Outside borrowings has been secured against collateral of fixed assets and current assets.

39 Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act

As per our report of even date
For A N Shah & Associates
Chartered Accountants
Firm Registration No.: 152559W

For and on behalf of the Board of Directors

Kobo Biotech Limited

CIN: L24110TG1993PLC016112

Akash Shah

Proprietor

Membership No: 191340

Place: Mumbai

Date: 30th May, 2023

Ajit Kamath

Chairman

DIN: 00032799

Place: Mumbai

Date: 30th May, 2023

Rajendra Kaimal

Director

DIN:00032839

Place: Mumbai

Date: 30th May, 2023

N K Murdia

Chief Finance Officer

Place: Mumbai

Date: 30th May, 2023

Jignesh Patel

Company Secretary

MRN: 29736

Place: Mumbai

Date: 30th May, 2023

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

(Amount in INR thousands, unless otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from operating activities		
Profit/ Loss before tax	(55,534)	(1,52,259)
Adjustments for:		
Depreciation and amortization expenses	40,719	46,060
Finance cost	-	1,343
Operating loss before working capital changes	(14,815)	(1,04,857)
Changes in working capital		
Increase/ (Decrease) in trade payables	25,628	(82,787)
Decrease/ (increase) in inventories	-	3,52,381
Decrease/ (increase) in trade receivables	(1,562)	8,06,754
(Decrease)/ increase in other current liabilities	94	(77,517)
Decrease/ (increase) in other financial assets	(599)	43,595
Cash generated used in operations	8,746	9,37,569
Income tax paid	-	-
Net cash flows used in operating activities (A)	8,746	9,37,569
Cash flow from Investing activities		
Proceeds from sales / Disposal of investments	-	1,21,930
Proceeds from sale / Disposal of fixed assets	-	1,28,922
Net proceeds / Disposal from advances	-	51
Net cash flow from investing activities (B)	-	2,50,904
Cash flow from Financing activities		
Proceeds from Long-term borrowings	(8,740)	-
Proceeds from non-current liabilities	-	(3,310)
Proceeds from short-term borrowings	-	(11,98,155)
Interest paid	-	(1,343)
Net cash flow from financing activities (C)	(8,740)	(12,02,808)
Net increase in cash and cash equivalents (A+B+C)	6	(14,335)
Cash and cash equivalents at the beginning of the year	1,263	15,599
Cash and cash equivalents at the end of the year	1,269	1,263
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	824	818
Fixed deposits with maturity of less than 12 months	429	429
Cash on hand	16	16
Cheques on hand		
Total cash and bank balances at end of the year	1,269	1,263
See accompanying notes to the financial statements	1-39	
The accompanying notes are an integral part of the financial statements.		

As per our report of even date
For A N Shah & Associates
Chartered Accountants
Firm Registration No.: 152559W

Akash Shah
Proprietor
Membership No: 191340

Place: Mumbai
Date: 30th May, 2023

For and on behalf of the Board of Directors
Kobo Biotech Limited
CIN: L24110TG1993PLC016112

Ajit Kamath
Chairman
DIN: 00032799

Place: Mumbai
Date: 30th May, 2023

N K Murdia
Chief Finance Officer

Place: Mumbai
Date: 30th May, 2023

Rajendra Kaimal
Director
DIN:00032839

Place: Mumbai
Date: 30th May, 2023

Jignesh Patel
Company Secretary
MRN: 29736

Place: Mumbai
Date: 30th May, 2023