

**HANMAN FIT LIMITED**

(Formerly Known as POWERHOUSE GYM & WELLNESS LIMITED)  
702 CONCORD CHS LTD.,JVPD SCHEME PLOT NO.1,N.S.ROAD VILE PARLE [W]  
MUMBAI,MH 400056 IN  
CIN: L85190MH2013PLC240311, Website: www.hanman.fit,  
Email Id:hanmancs27@gmail.com

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**NOTICE TO MEMEBERS**

**NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HANMAN FIT LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 14, 2024 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 702. CONCORD CHS, N.S ROAD NO 10, JVPD SCHEME, JUHU, MUMBAI 400049 TO TRANSACT THE FOLLOWING BUSINESS**

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**ORDINARY BUSINESS:**

**1. To Consider and adopt Annual Returns for year ending 31<sup>st</sup> March, 2024:**

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

RESOLVED THAT the Audited Balance Sheet & Profit & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2024 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

**2. Appointment of B L Darshardia & Associates, Chattered Accountants as Statutory Auditors of the company.**

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

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee, the consent of the Board be and is hereby recommends B L Darshardia & Associates, Chartered Accountants, FRN: 112615W for appointment as the statutory auditor of the company for the financial year 2023-24, till the conclusion of every sixth meeting , at a remuneration to be decided in consultation with it.

**3. To Re-Appoint Mr. Divesh Shantaram Koli (DIN 06620482 ) who retires by rotation, being eligible, nominates himself**

**4. To Re-Appoint Mr. Shailendra Sudhakar Sawant DIN 10306962 who retires by rotation, being eligible, nominates himself**

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

**For HANMAN FIT LIMITED**

Divesh Shantaram Koli  
Digitally signed by  
Divesh Shantaram  
Koli  
Date: 2024.07.22  
20:20:28 +05'30'

**DIVESH SHANTARAM KOLI**

**DIN: 06620482**

**Director**

**Date: 22.07.2024**

**Place: Mumbai**

**Notes:**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. FURTHER ANY MEMBER HAS ANY OBJECTION OF CONDUCTING AGM AT PHYSICAL MODE THE SAME SHALL BE REPORTED MAXIMUM BY 11TH AUGUST, 2024.

1. A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
2. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Relevant documents referred to in the accompanying Notice is open for inspection by the Members at the Company's Registered Office on all working days of the Company. during business hours upto the date of the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
7. The members are requested to get their shares dematerialized. The company's ISIN Code INE982Q01017.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of-notice/ documents including Annual Report card b4 sent by e-mail to its Members. To support this green initiative of the Government in measure, Members are requested to register their e-mail addresses in respect or electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: hanmancs27@gmail.com
9. The Notice of the Annual General Meeting along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
11. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
12. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically.

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13. Ms. Vidhi Thakkar (Email: pcsvidhi@gmail.com) is appointed as a scrutinizer for the AGM.

The procedure and instructions for the same are as follows:

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. *The voting period begins on 11.08.2024 9:00 AM and ends on 13.08.2024 5: PM 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 <06.08.2024> may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.*

- 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.*

1. *Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:*

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) <i>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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</i></li><li>2) <i>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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the</i></li></ol>

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	<p><i>remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</i></p> <p>3) <i>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></i></p> <p>4) <i>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</i></p>
<i>Individual Shareholders holding securities in demat mode with NSDL</i>	<p>1) <i>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</i></p> <p>2) <i>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></i></p> <p>3) <i>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</i></p>
<i>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</i>	<p><i>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 &amp; voting during the meeting.</i></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*

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

### 2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will

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*be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.*

- *Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.*
- *Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.*

### 3. Custodian registration process for i-Vote E-Voting Website:

- *You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>*
- *Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.*
- *Enter all required details and submit.*
- *After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".*

**NOTE:** *If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.*

- *If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'*
- *Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.'*

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for Custodian on i-Vote E-voting portal:

- *After successful login, Bigshare E-voting system page will appear.*

### Investor Mapping:

- *First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.*
  - *Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).*
  - *Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".*

**Note:** *The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)*

- *Your investor is now mapped and you can check the file status on display.*

#### Investor vote File Upload:

- *To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.*
- *Select the Event under dropdown option.*
- *Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).*
- *Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.*

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**Helpdesk for queries regarding e-voting:**

<b><i>Login type</i></b>	<b><i>Helpdesk details</i></b>
<b><i>Shareholder's other than individual shareholders holding shares in Demat mode &amp; Physical mode.</i></b>	<b><i>In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a>, under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.</i></b>

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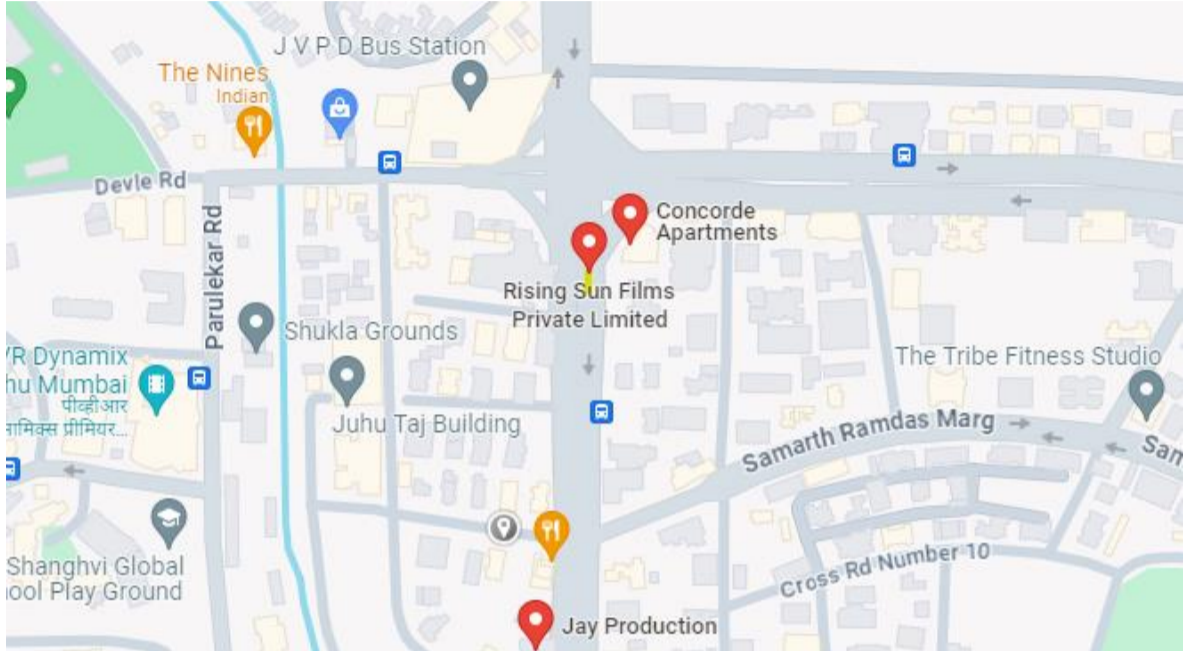
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Road Map to the venue of the Annual General Meeting







**INDEPENDENT AUDITOR'S REPORT ON HALF YEARLY STANDALONE FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF THE COMPANY PURSUANT TO REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
**The Board of Directors of  
HANMAN FIT LIMITED**

**Opinion**

We have audited the accompanying Statement of standalone financial results of **HANMAN FIT LIMITED** ('the Company') for the half year ended and year ended 31<sup>st</sup> March, 2024 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ('the Regulation').

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- a. is presented in accordance with the requirements of Regulation 33 of the Regulations; and
- b. gives a true and fair view in conformity with Accounting Standard 25 "Interim Financial Reporting", (AS 25) prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the half year ended and year ended 31<sup>st</sup> March, 2024.

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

**Management's Responsibilities for the Standalone Financial Results**

This Statement, is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled on the basis of standalone financial statements for the year ended 31<sup>st</sup> March, 2024. The Company's Board of Directors are responsible for the preparation and presentation of the Standalone Financial Results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in AS 25, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

# **B. L. DASHARDA & ASSOCIATES**

## **CHARTERED ACCOUNTANTS**



policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole is 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 this Standalone Financial Results.

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 Standalone Financial Results, 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.

# B. L. DASHARDA & ASSOCIATES

## CHARTERED ACCOUNTANTS



- Conclude on the appropriateness of the Board of Directors' 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 ability of the Company 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 Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

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.

### Other Matter

The financial results include the results for the half year ended March 31, 2024 and March 31, 2023 being the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the first half of the respective financial year. Also, the figures up to the end of the first half year have only been reviewed and not subjected to audit.

Our opinion is not qualified in respect of the above matter.

For B L Dasharda & Associates

*Chartered Accountants*

**Firm Registration Number: 112615W**



**CA Sushant Mehta**



*Partner*

**Membership Number: 112489**

Place: Mumbai

Date : 30<sup>th</sup> May, 2024

UDIN: **24112489BKANXU7836**

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS (As per Schedule III of Companies Act,2013 and Non-Ind AS)					
For the Year ended on 31st March, 2024					
( ₹ in lakhs ) (Except Earning per share)					
PARTICULARS	STANDALONE				
	Half Year ended			Year ended	
	3/31/2024	9/30/2023	3/31/2023	3/31/2024	3/31/2023
	Audited	Unaudited	Audited	Audited	Audited
<b>INCOME</b>					
I Revenue from operations (Net)	19.85	-	-	19.85	-
II Other Income	0.00	-	38.19	0.00	38.19
III <b>Total Income (I+II)</b>	<b>19.85</b>	<b>-</b>	<b>38.19</b>	<b>19.85</b>	<b>38.19</b>
<b>EXPENSES</b>					
IV (a) Cost of Material Consumed	-	-	-	-	-
(b) Purchase of stock-in-trade	-	-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	13.66	-	7.57	13.66	7.57
(d) Employee benefits expense	-	-	-	-	-
(e) Finance Costs	0.02	0.00	0.02	0.02	0.03
(f) Depreciation & amortisation expenses	25.91	9.57	11.22	35.48	22.32
(g) Other expenses	9.24	1.43	20.95	10.67	22.76
<b>TOTAL EXPENSES (a to g)</b>	<b>48.83</b>	<b>11.00</b>	<b>39.76</b>	<b>59.83</b>	<b>52.68</b>
V <b>Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)</b>	<b>(28.98)</b>	<b>(11.00)</b>	<b>(1.57)</b>	<b>(39.98)</b>	<b>(14.49)</b>
VI Exceptional Items	67.00	(7.66)	-	59.34	-
VII <b>Profit / (Loss) before extraordinary items and tax (V- VI)</b>	<b>38.02</b>	<b>(18.66)</b>	<b>(1.57)</b>	<b>19.36</b>	<b>(14.49)</b>
VIII Extraordinary items	-	-	-	-	-
IX <b>Profit / (Loss) before tax (VII-VIII)</b>	<b>38.02</b>	<b>(18.66)</b>	<b>(1.57)</b>	<b>19.36</b>	<b>(14.49)</b>
X Tax Expenses					
(i) Current tax	-	-	-	-	-
(ii) Deferred tax	(46.42)	-	-	(46.42)	-
(iii) Prior Year Tax	(0.76)	-	-	(0.76)	-
XI <b>Profit / (Loss) for the period ( IX- X )</b>	<b>85.20</b>	<b>(18.66)</b>	<b>(1.57)</b>	<b>66.55</b>	<b>(14.49)</b>
XII Paid Up Equity Share Capital	1,050.00	1,050.00	1,050.00	1,050.00	1,050.00
XIII Earnings per share (of ₹.10/- each)					
(i) Basic	0.81	(0.18)	(0.01)	0.63	(0.14)
(ii) Diluted	0.81	(0.18)	(0.01)	0.63	(0.14)
<b>Notes:</b>					
1	The above Financial Results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at the meeting held on 30th May 2024.				
2	The Audited Standalone Financial Results have been prepared in accordance with the Accounting Standards as notified under section 133 of the Companies Act,2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India as amended from time to time.				
3	In accordance with Regulation 33 of the SEBI (LODR) Regulations, 2015, the above Audited Standalone Financial Results of the Company are posted on the website of BSE Limited (www.bseindia.com) where the company's shares are listed.				
4	The figures for the half year ended 31st March, 2023 and 31st March 2024 are the balancing figures between the audited figures in respect of the full financial year.				
5	The Company operates in a single segment only.				
6	Exceptional Items for the Half Year ended 31st March,2024 represents Remission of old Liabilities.				
7	Figures for the previous Period/ Year have been re-grouped/ reworked/ re-arranged wherever necessary, to make them comparable.				
<b>For B. L. Dasharda &amp; Associates</b> Chartered Accountants F.R. No.: 112615W   <b>CA Sushant Mehta</b> Partner Membership Number: 112489 Place : Mumbai Date: 30th May,2024 UDIN : 24112489BKANXU7836			<b>For Hanman Fit Ltd</b>   <b>Divesh Koli</b> Director (DIN: 06620482)		

**STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES**  
(As per Schedule III of Companies Act.2013 and Non-Ind AS)  
**AS AT 31ST MARCH,2024**

(' in lakhs)

		Standalone	
Sr. No.	Particulars	As at 31st March 2024	As at 31st March 2023
<b>I</b>	<b>EQUITY AND LIABILITIES</b>		
1	<b>Shareholder's funds</b>		
a	Share Capital	1,050.00	1,050.00
b	Reserves & Surplus	(800.82)	(867.37)
c	Money received against Share Warrants	-	-
	<b>Sub -total-Shareholder's Fund</b>	<b>249.18</b>	<b>182.63</b>
2	Share Application money pending allotment	-	-
3	<b>Non-Current Liabilities</b>		
a	Long Term Borrowings	70.25	100.33
b	Deferred Tax Liabilities (net)	-	-
c	Other long term liabilities	-	-
d	Long Term Provisions	-	-
	<b>Sub -total-Non-Current liabilities</b>	<b>70.25</b>	<b>100.33</b>
4	<b>Current Liabilities</b>		
a	Short term borrowings	-	-
b	Trade Payables		
	(i) Total Outstanding dues of Micro & Small Enterprises	15.90	74.09
	(ii) Total Outstanding dues of other than Micro & Small Enterprises	4.87	0.22
c	Other Current Liabilities	-	47.20
d	Short term provisions	-	-
	<b>Sub-total-Current Liabilities</b>	<b>20.78</b>	<b>121.52</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>340.21</b>	<b>404.48</b>
<b>II</b>	<b>ASSETS</b>		
1	<b>Non-Current Assets</b>		
a	<b>Property Plant &amp; Equipments &amp; Intangible Assets</b>		
	i) Property Plant & Equipments	120.81	140.05
	ii) Intangible Assets	64.95	81.19
b	Non Current Investments	18.57	18.57
c	Deferred Tax Assets (net)	-	-
d	Long Term Loan and Advances	-	-
e	Other Non-Current Assets	119.11	-
	<b>Sub total Non-Current Assets</b>	<b>323.45</b>	<b>239.82</b>
2	<b>Current Assets</b>		
a	Current Investment	-	2.20
b	Inventories	-	13.66
c	Trade Receivables	-	-
d	Cash and Cash Equivalents	16.76	(4.47)
e	Short-Term Loans and Advances	-	-
f	Other Current Assets	-	153.28
	<b>Sub Total Current Assets</b>	<b>16.76</b>	<b>164.66</b>
	<b>TOTAL ASSETS</b>	<b>340.21</b>	<b>404.48</b>

For B. L. Dasharda & Associates

Chartered Accountants  
F.R. No.: 112615W




CA Sushant Mehta  
Partner  
Membership Number: 112489  
Place : Mumbai  
Date: 30th May,2024  
UDIN : 24112489BKANXU7836

For Hanman Fit Ltd

Divesh Koli  
Director  
(DIN: 06620482)

**STATEMENT OF AUDITED STANDALONE CASH FLOWS**  
( As per Schedule III of Companies Act.2013 and Non-Ind AS)  
AS AT 31ST MARCH,2024

(' in lakhs)

Sr. No.	Particulars	Standalone	
		As at 31st March 2024	As at 31st March 2023
A.	Cash Flows Provided By/(Used In) Operating Activities :		
	Profit/(Loss) before tax	19.37	-14.49
	Adjustments to reconcile profit before tax to cash provided by operations :		
	Depreciation and Amortisation	35.48	22.32
	Interest expense /(Income)	0.02	0.03
	Interest Income	-	-
	<b>Operating profit before working capital changes</b>	<b>54.87</b>	<b>7.85</b>
	Less: Income Tax paid	(0.02)	-
		54.85	7.85
	<b>(Increase)/Decrease in Operating Assets :</b>		
	Inventories	13.66	(4.55)
	Trade Receivables	-	-
	Short Term Loans and advances	-	-
	Other Current Assets	153.28	-
	Other Non Current Assets	(119.11)	27.70
	Increase/(Decrease) in Operating Liabilities:	-	-
	Trade Payables	(58.19)	-
	Other Current Liabilities	4.65	(43.23)
	Net cash from operating activities	49.13	(12.23)
B.	Cash Flows Provided By/(Used In) Investing Activities :		
	Purchase / Sale of Fixed Assets	2.20	20.30
	Purchases of Fixed Deposits	-	-
	Purchase / Sale of Gold & Jewellery	-	12.13
	Net cash from investing activities	2.20	32.43
C.	Cash Flows Provided By/(Used In) Financing Activities :		
	Issue of Bonus Share Capital	-	-
	Issue of Ordinary Share Capital	-	-
	Proceeds / (Repayment) from Long Term Borrowings	(30.08)	(23.50)
	Interest Expenses	(0.02)	(0.03)
	Net cash from financing activities	(30.10)	(23.53)
D	Net Increase / (Decrease) in Cash and Bank Balances	21.23	(3.34)
	Cash and Bank Balances, Beginning of Year	(4.47)	(1.14)
	Cash and Bank Balances, End of Year/ Period (Refer Note 8.3)	16.76	(4.47)
E	Reconciliation of cash and cash equivalents with Balance sheet		
	Cash and cash equivalents at end of Year / Period (refer Note 8.3)	16.76	(4.47)
	Less: Balances not considered as cash and cash equivalents	-	-
	Net cash and cash equivalents at the end of Year	16.76	(4.47)

**Note:-**

1. The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in "Accounting Standard -3" on Cash Flow Statements as notified under Companies (Accounts) Rules, 2015.

2. Previous year's figures have been regrouped and rearranged wherever necessary.

For B. L. Dasharda & Associates

Chartered Accountants  
F.R. No.: 112615W



CA Sushant Mehta  
Partner  
Membership Number: 112489  
Place : Mumbai  
Date: 30th May,2024  
UDIN : 24112489BKANXU7836

For Hanman Fit Ltd

Divesh Koli  
Director  
(DIN: 06620482)

## Notes to financial statement

## 1 Share Capital

	As at 31st March 2024	As at 31 March 2023
<b>Authorised</b> 1,05,00,000 Equity Share of Rs 10/- each	105,000,000	105,000,000
	105,000,000	105,000,000
<b>Issued, Subscribed &amp; Paid Up</b> 1,00,00,000 Equity Shares of Rs 10/- each fully paid up in cash 5,00,000 Bonus Shares of Rs 10/- each fully paid up issued for consideration other than cash	100,000,000 5,000,000	100,000,000 5,000,000
<b>Total</b>	<b>105,000,000</b>	<b>105,000,000</b>

Refer Notes (i) to (iv) below

**Notes:****(i) Right of Equity Shareholders :**

The Company has only one class of equity having a par value of Rs.10/- per share. Each Equity Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding. The Share holders have all the other rights as available to Equity Shareholders as per the provisions of the Companies Act,2013, read together with the Memorandum of Association and Articles of Associations of the Company, as applicable.

**(ii) Reconciliation of the equity shares outstanding at the beginning and at the end of the year**

Particulars	As at 31st March 2024		As at 31 March 2023	
	No. of Shares	Rs.	No. of Shares	Rs.
At the beginning of the year	10,500,000	105,000,000	10,500,000	105,000,000
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>10,500,000</b>	<b>105,000,000</b>	<b>10,500,000</b>	<b>105,000,000</b>

**(iii) Details of shares held by each shareholder holding more than 5% of shares:**

Name of Shareholder	As at 31st March 2024		As at 31 March 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Akshat Gupta	2,518,951	23.99%	2,518,951	23.99%
Ankush Gupta	2,518,950	23.99%	2,518,950	23.99%

(iv) The Company is standalone company and does not have any holding company.

Hanman Fit Ltd

Notes to financial statement

2 Reserves & Surplus

	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
<b>Securities Premium</b>		
As per last Balance Sheet	48,000,000	48,000,000
Add: Transferred from Profit & Loss Account	-	-
	48,000,000	48,000,000
<b>Profit &amp; Loss Account</b>		
As per last Balance Sheet	(134,736,755)	(133,287,387)
Add:- Profit/(Loss) for the Current Year	6,655,129	(1,449,368)
	(128,081,626)	(134,736,755)
Less: Appropriations		
Transferred to General Reserve	-	-
Proposed Dividend on Equity Shares	-	-
Tax on Dividend	-	-
Bonus Issued	-	-
	(128,081,626)	(134,736,755)
<b>Total</b>	<b>(80,081,626)</b>	<b>(86,736,755)</b>



## Notes to financial statement

## 3 Long Term Borrowings

	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
<b>1. Unsecured Loans</b>	7,025,000	10,033,000
<b>TOTAL</b>	<b>7,025,000</b>	<b>10,033,000</b>

## 4 Current Liabilities

	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
<b>4.1 (a) Trade Payables</b>	-	-
Sundry Creditors for Goods	1,590,316	7,409,154
Sundry Creditors for Expenses		
	<b>1,590,316</b>	<b>7,409,154</b>
<b>4.2 (b) Other Current Liabilities</b>	324,489	
Book Bank Overdrabt	162,746	22,374
Duties & taxes		-
Salary Payable	-	
Salary Payable	<b>487,235</b>	<b>22,374</b>
<b>4.3 (c) Short-Term Provisions</b>	-	4,720,367
Provision for Income Tax	-	<b>4,720,367</b>

## 6 NON CURRENT INVESTMENT

	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
Investments in Gold	1,857,460	1,857,460
Investments in Jewellery	-	-
	<b>1,857,460</b>	<b>1,857,460</b>

## 7 OTHER NON CURRENT ASSETS

	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
Loans & Advances Receivable / Value to be received	11,911,337.00	
	-	
	<b>11,911,337.00</b>	<b>-</b>

## Notes to Financial Statements

## 8 Current Assets

Current Assets	As at 31 March 2024	As at 31 March 2023
	RUPEES	RUPEES
<b>8.1</b>		
<b>(b) Current Investments</b>		
Other Investment (Fixed Deposits in Corporation Bank)		220,000.00
	-	<b>220,000.00</b>
<b>8.2</b>		
<b>(c) Trade receivables</b>		
(Considered to be good by the Management)		
More than 6 Months	-	-
Others	-	-
	-	-
<b>8.3</b>		
<b>(d) Cash and cash equivalents</b>		
Cash in Hand	1,675,623.43	1,279,646
Bank Accounts With Schedule Banks In current Account	-	(1,727,030)
	-	-
	<b>1,675,623.43</b>	<b>(447,384)</b>
<b>8.4</b>		
<b>(e) Short-term loans and advances</b>		
Advances recoverable in Cash or in Kind or for value to be received which includes		
(i) Earnest & Security Deposit	-	-
	-	-
<b>(f) Other current assets</b>		
Loans & Advances Receivable / Value to be received	-	15,327,864
	-	<b>15,327,864.00</b>

Notes to Financial Statements

	As at 31st March, 2024	As at 31st March, 2023
	RUPEES	RUPEES
<b>9 Revenue From Operations</b>		
Sales	1,984,704	-
	1,984,704	-
<b>10 Other Income</b>		
Creditors Balance w/off	-	2,633,957
Other Income	-	1,184,600
Interest - FD	379	273
	379	3,818,830
<b>11 Purchases</b>		
Marble	-	-
Woods	-	-
		-
<b>(a) Changes in Inventories</b>		
Opening	1,365,539	910,199
Purchase	-	1,212,832
Less : Closing stock	-	1,365,539
	1,365,539	757,492
<b>13 Employee Benefits Expense</b>		
Salary And Bonus	-	-
Staff Welfare	-	-
	-	-
<b>14 Finance Costs</b>		
Bank Charges	2,066	3,031
	2,066	3,031

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
	RUPEES	RUPEES
<b>Other Expenses (Administration)</b>		
Advertisement Expenses	-	-
Bal. W/Off	876,019	2,026,455
TDS paid / Interest on TDS	766,921	442
Membership Fees Refund	-	-
Legal & Professional Charges	74,500	57,000
Listing Fees	75,099	70,000
Professional Fees Paid	3,000	122,000
GST Late Fees	415	-
GST Payment	18,000	-
ROC Fees	8,700	-
Waiver Fees BSE	10,000	-
	1,832,654	2,275,897

Related Party Disclosures: (AS-18)	
Name of the Related Party	Relationship
Akshat Gupta	Key Managerial Personnel

Transactions during the year with the related parties:

Nature of Transactions	Amount (Rs.)	Amount (Rs.)
	As at 31st March, 2024	As at 31st March, 2023
Loan Payable To key Managerial Personnel Akshat Gupta	7,501,000	1,650,000

HANMAN FIT LTD

5. DEPRECIATION CHART AS ON 31.03.2024  
FOR ASSETS PURCHASED AFTER 31.03.2015

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Life as per Co. Act, 2013	Salvaged value	Depreciable amount over whole life	Rate of Dep.	Used during the year	Depreciation	WDV as on March 2024
<b>(A) Office Equipments</b>									
1-Apr-2023	AIR CONDITION	855,018	20.00	42,751	812,267	13.91%	360	117,311	737,707
		855,018		42,751	812,267			117,311	
1-Apr-2023	Furniture & Fitting	5,553,844	20.00	277,692	5,276,152	13.91%	360	762,003	4,791,841
		5,553,844		277,692	5,276,152			762,003	
1-Apr-2023	Gym Interior	1,477,874	20.00	73,894	1,403,980	13.91%	360	202,768	1,275,106
		1,477,874		73,894	1,403,980			202,768	
1-Apr-2023	Motor Cycle	9,367	10.00	468	8,899	25.89%	360	2,392	6,975
		9,367		468	8,899			2,392	
1-Apr-2023	Plant & Machinery	337,216	20.00	16,861	320,355	13.91%	360	46,267	290,949
		337,216		16,861	320,355			46,267	
1-Apr-2023	Gym Equipment	4,560,833	20.00	228,042	4,332,791	13.91%	360	625,759	3,935,074
		4,560,833		228,042	4,332,791			625,759	
1-Apr-2023	Gym Equipment	230,938	20.00	11,547	219,391	13.91%	360	31,685	199,253
		230,938		11,547	219,391			31,685	
1-Apr-2023	Gym Equipment	82,649	20.00	4,132	78,517	13.91%	360	11,340	71,309
		82,649		4,132	78,517			11,340	
1-Apr-2023	CCTV CAMERA	384,550	20.00	19,228	365,322	13.91%	360	52,761	331,789
		384,550		19,228	365,322			52,761	
1-Apr-2023	ELECTRICAL INSTALLATION	493,464	20.00	24,673	468,791	13.91%	360	67,705	425,759
		493,464		24,673	468,791			67,705	
1-Apr-2023	Television	16,592	15.00	830	15,762	18.10%	360	2,962	13,630
		16,592		830	15,762			2,962	
		510,056		25,503	484,553			70,667	
<b>(B) Computers and Data Processing Units</b>									
1-Apr-2023	COMPUTER	3,031	5.00	152	2,879	45.04%	360	1,346	1,685
		3,031		152	2,879			1,346	
	<b>Total Assets</b>	<b>14,005,377</b>		<b>684,591</b>	<b>13,007,198</b>			<b>1,924,298</b>	<b>12,081,077</b>

Note :1 Intangible Asset @ 20% Bal. W/off

Intangible Assets 8,119,286  
20% 1,623,857  
balance 31.03.2024 6,495,429

**HANMAN FIT LIMITED**  
(Formerly Known as POWERHOUSE GYM & WELLNESS LIMITED)  
702 CONCORD CHS LTD.,JVPD SCHEME PLOT NO.1,N.S.ROAD VILE PARLE [W]  
MUMBAI,MH 400056 IN  
CIN: L85190MH2013PLC240311, Website: www.hanman.fit,  
Email Id:hanmancs27@gmail.com

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To,

The Members,

Your Directors have pleasure in presenting their Tenth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2024

1. **Financial summary or highlights/Performance of the Company:**

The summarized results of your Company are given in the table below:  
Amount in Lakhs.

Particulars	Last Year For the year ended March 31, 2024	Current Year For the year ended March 31, 2023
Total Income	19.85	38.19
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(19.36)	(14.49)
Finance Charges	0.02	0.03
Depreciation	35.48	22.32
<b>Exceptional and Extra-Ordinary Items</b>	<b>59.34</b>	--
Provision for Income Tax (including for earlier years)		
- Current Tax	--	--
- Deferred Tax	(46.42)	--
Net Profit/(Loss) After Tax	66.55	(14.49)

The company would like to hereby declare that the company suffered from an operational loss in the current financial year. However, due to exceptional items, there was a profit.

## **Business Review / State of the Company's Affairs**

There was no change in nature of the business of the Company during the year under review.

During the year, your Company earned total income of Rs. 19.85 Lakhs- and profit of Rs. 66.55 Lakhs for the year ended March 31, 2024.

### **2. Brief description of the Company's working during the year/State of Company's affair**

The Company is involved in the gymming business in India, committing itself in making India Healthy and Fit. IV s USP providing world class gymming experience, facilitated *by the* professional trainers.

### **3. Change in the nature of business,**

There is no change in the nature of Business.

The Company got listed on BSE SME IPO Platform on October 21, 2014.

### **4. Transfer to Reserves:**

During the year under review, there is no transfer to reserves.

### **5. Dividend**

The Company did not recommend Dividend..

### **6. Share Capital**

There was no change in the capital structure of the company

### **7. Directors and Key Managerial Personnel**

The maximum tenure of Independent Directors is in compliance with the Act. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 25 of the SEBI Regulations read with Section 149(6) of the Companies Act, 2013.

Mr. Divesh Shantaram Koli DIN 06620482 was appointed as Director w.e.f 30.09.2023

Mr. Shailendra Sudhakar Sawant DIN 10306962 was appointed as Director w.e.f 30.09.2023

Mr. Akshat Gupta, DIN 02265121 retired as managing director by rotation of the company w.e.f 30.09.2023. He did not re-appoint himself

Mr. Ankush Gupta DIN 02265108 retired as Whole time director by rotation w.e.f 30.09.2023. He did not re-appoint himself

## **8. Corporate Governance**

The Management Discussion and Analysis Report, capturing your Company's performance, industry trends provided in a separate section and forms an integral part of this report.

Corporate Governance is about maximizing shareholders value legally, ethically and sustainability. The goal of Corporate Governance is to ensure fairness for every stakeholder. We believe Corporate Governance is critical to enhance and retaining investor trust.

## **9. Particulars of Employees**

As required under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, information in respect of employees of the Company is not given, as there were no employees drawing remuneration beyond the prescribed limit under the above referred provisions.

## **10. Board Evaluation**

In terms of provisions of the Companies Act, 2013 and Schedule II- Part D of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees

## **11. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration

### Managerial Remuneration:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. (As per Annexure 1)



B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.

D) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement: –

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

**12. Details Of Subsidiaries Joint Ventures And Associate Companies**

As on March 31, 2024, the Company had no subsidiary, joint ventures, and associate companies.

**13. Holding Company**

As on March 31, 2024, the Company was not a subsidiary of any company.

**14. Statutory Auditors and Auditors' Report**

Due to casual vacancy due to resignation of previous Statutory Auditor M/s Jain Anil & Associates, the company appointed **M/s B.L DASHARDA & Associates**, FRN: 112615W as Statutory Auditors to conduct the audit on 15<sup>th</sup> May, 2024. Their appointment shall be ratified in the upcoming EGM. The observations and comments given in the report of the Auditors read and notes to accounts are self-explanatory and hence do not call for any further information and explanation or comments under Section 134(3)(f) of the Companies Act, 2013. The report does not contain any qualification, reservation or adverse remark.

**15. Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under Ms. Reena Modi., Practicing Company Secretary has been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Form No. MR-3 to this report. The report is self-explanatory and does not call for any further comments.

**16. Internal Audit & Controls:**

The Company continues to engage Mis Himank Desai and Co., as its Internal Auditor. During the year. The Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**17. Policy:**

During the year the Company formulated and adopted Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015, Whistle Blower Policy/Vigil Mechanism, Risk Management Policy and also formulated and adopted Code of Independent directors and Code of for Board and Senior Management

**18. Board of Directors**

<b>Category</b>	<b>No. of Directors</b>
Non-Executive & Independent Directors including the Chairman	2
Other Non-Executive Directors	-
Executive Director (CEO & Managing Director)	2
<b>Total</b>	<b>4</b>

The Chairman of the Board is an Executive Director.

As required under Section 149(3) of the Companies Act, 2013 and Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sanvedi Parag Rane (DIN: 08324137), a Woman Director, has been appointed as an Independent Director on the Board.

Other Relevant details of Directors

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CIN: L85190MH2013PLC240311, Website: www.hanman.fit,  
Email Id:hanmancs27@gmail.com

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Name of Director	Date of appointment and resignation	Category	No. of Directorship (s) held in Indian public & private Limited Companies	Committee(s) position	
				Member	Chairman
DIVESH SHANTARAM KOLI	30/09/2023	Director	1	2	0
SHAILENDRA SUDHAKAR SAWANT	30/09/2023	Director	1	1	0
VISHNU PRATAP DHANMAN DWIVEDI	18/06/2014	Independent Director	2	3	2
SANVEDI PARAG RANE	08/01/2019	Independent Director	4	3	1
AKSHAT ASHOK GUPTA	08/02/2013 30/09/2023	Managing Director	7	0	0
ANKUSH GUPTA	08/02/2013 30/09/2023	Whole-time Director	7	0	0

Board Meetings during the year

<u>Dates on which the Board Meetings were held</u>	<u>Total Strength of the Board</u>	<u>No. of Directors Present</u>
30 <sup>th</sup> May, 2023	4	4
04 <sup>th</sup> September 2023	4	4

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09 <sup>th</sup> November, 2023	4	4
20 <sup>th</sup> February, 2024	4	4

Name of Director	Attendance at the Board Meetings held on	Attendance at the Board Meetings held on				Attendance at the AGM held on September 30, 2023
		Dates of Board Meeting	30 <sup>th</sup> May, 2023	04 <sup>th</sup> September 2023	09 <sup>th</sup> November, 2023	
Mr. Ankush Gupta (DIN:02265108)		P	P	NA	NA	P
Mr. Vishnu Pratap Dhanman Dwivedi (DIN:02090054)		P	P	P	P	NP
Mr. Akshat Gupta (DIN: 02265121)		P	P	NA	NA	P
Ms. Sanvedi Parag Rane (DIN: 08324137)		P	P	P	P	NP
Mr. Divesh Shantaram Koli (DIN: 06620482)		NA	NA	P	P	P
Mr. Shailendra Sawant (DIN: 10306962)		NA	NA	P	P	P

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COMMITTEES OF THE BOARD.

Audit Committee (mandatory committee)

The composition of the Audit Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Audit Committee are as under:

Name of Director	Category	Attendance at Audit Committee Meeting held			
		30.05.2023	04.09.2023	09.11.2023	20.02.2024
DIVESH SHANTARAM KOLI	Executive Director	NA	NA	P	P
VISHNU PRATAP DHANMAN DWIVEDI	Independent Director/Chairman	P	P	P	P
SANVEDI PARAG RANE	Independent Director	P	P	P	P
AKSHAT GUPTA	Managing Director	P	P	NA	NA

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, some of the important functions performed by the Audit Committee are:

- a.the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b.review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c.examination of the financial statement and the auditors' report thereon;
- d.approval or any subsequent modification of transactions of the company with related parties;
- e.scrutiny of inter-corporate loans and investments;

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- f.valuation of undertakings or assets of the company, wherever it is necessary;  
g.evaluation of internal financial controls and risk management systems;  
h.monitoring the end use of funds raised through public and other related matters

Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Nomination and Remuneration Committee are as under:

Name of Director	Category	Attendance at Audit Committee Meeting held			
		30.05.2023	04.09.2023	09.11.2023	20.02.2024
DIVESH SHANTARAM KOLI	Executive Director	NA	NA	P	P
VISHNU PRATAP DHANMAN DWIVEDI	Independent Director	P	P	P	P
SANVEDI PARAG RANE	Independent Director/ Chairman	P	P	P	P
Ankush Gupta	Whole time Director	P	P	NA	NA

Stakeholders' Relationship Committee (mandatory committee)

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

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Name of Director	Category	Attendance at Audit Committee Meeting held			
		30.05.2023	04.09.2023	09.11.2023	20.02.2024
DIVESH SHANTARAM KOLI	Executive Director	NA	NA	P	P
VISHNU PRATAP DHANMAN DWIVEDI	Independent Director/ Chairman	P	P	P	P
SANVEDI PARAG RANE	Independent Director	P	P	P	P
AKSHAT GUPTA	Managing Director	P	P	NA	NA

Details of Shareholders' Complaints

Shareholders / Investors Complaints	No. of Complaints
Complaints as on April 01, 2023	0
Complaints received during 2023-24	0
Complaints not solved to the satisfaction of shareholders	0
No. of Complaint pending as on 31.03.2024	0

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19. Separate Meeting of Independent Directors

Separate meeting of Independent Directors of the Company without the attendance of Non-independent Directors and members of management was held on 20.02.2024 as required under Schedule IV to the Act and Regulation 25(3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- At the independent Directors were present at the Meeting.

20. General Both Meetings

Particulars of last three Annual General Meetings:

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
3 <sup>rd</sup>	2017	At the Registered Office	30/09/2017	11.00 a.m.	-
4 <sup>th</sup>	2018	At the Registered Office	29/09/2018	11.00 a.m.	-
5 <sup>th</sup>	2019	At the Registered Office	30/09/2019	11.00 a.m.	-
6 <sup>th</sup>	2020	At the Registered Office	30/09/2020	11.30 a.m.	-
7 <sup>th</sup>	2021	At the Registered Office	30/09/2021	11.30 a.m.	1
8 <sup>th</sup>	2022	At the Registered Office	30/09/2022	11.30 a.m.	-



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9 <sup>th</sup>	2023	At the Registered Office	30/09/2023	11:00 am	-
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21. Extraordinary General Meeting (EGM)

During the year under review, there was no Extraordinary General Meeting.

22. 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

No Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

23. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

24. Deposits

The details relating to deposits, covered under Chapter V of the Act,-

- (a) accepted during the year- NIL
- (b) remained unpaid or unclaimed as at the end of the year-NIL
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-NIL

25. Contracts and Arrangements with Related Parties

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During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' or which may have potential conflict with interest of the company at large.

**26. Conservation of Energy**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**(a) Conservation of energy:**

(i)	the steps taken or impact on conservation of energy	NIL
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipment's	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
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	NIL

(c) Foreign exchange earnings and Outgo: The Company had no foreign exchange earnings and outgo during the financial year.

**27. Human Resources**

Your Company treats its "human resources" as one of its most important assets.

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Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**28. Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for financial year ended March 31, 2024;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors. had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively,
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**29. Particulars of Loans Given, investments Made, Guarantees Given and Securities Provided.**

The details of loans given, investments made, guarantees given and securities provided are given in the Notes to the Financial Statements.

**30. Corporate Social Responsibility (CSR)**

The provisions relating to CSR enumerated under Section 135 of the Companies Act, 2013 are not applicable to your Company during the year under review.

**31. Listing with Stock Exchanges:**

The Company got listed on 21' October, 2014 on SME Platform of Bombay Stock Exchange (BSE). The Company confirms that it has paid the Annual Listing Fees for the year 2023-24 to Bombay Stock Exchange (BSE) where the Company's Shares are listed.

**32. Risk Management**

The Company has formulated a Risk Management Policy. The Company for Risk Management identifies, evaluates, analyses and prioritizes risks in order to address and minimize such risks. This facilitates identifying high level risks and implement appropriate solutions for minimizing the impact of such risks on the business of the Company.

**33. Vigil Mechanism / Whistle Mower Policy**

The Company has a Vigil Mechanism / Whistle Blower Policy to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct.

**34. Familiarization Programme**

The Company has formulated a Familiarization Programme for Independent Directors with an aim to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, .. to provide them with better understanding of the business and operations of the Company and so as to enable than to contribute significantly to the Company.

**35. Significant and material orders passed by the regulators**

During the period under review, there were no significant and material orders passed by the regulators. courts or tribunals that would impact going concern status of the Company and its future operations.

**36. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. However, the Company has no women employee.

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**37. Details of Non Compliance by the Listed Company**

BSE informed company that there were some non compliances pertaining to early years such as 2016 and 2017 etc for which the BSE levied penalty. The same has been paid by the company as on the date of this report.

Details are mentioned in Annexure below

**38. Acknowledgements**

The Board records its appreciation of the commitment and support of the Employees at all levels and the abundant co-operation and assistance received from the Bankers and valued customers during the year under review and look forward for their total involvement.

**On Behalf of the Board of Directors of For HANMAN FIT LIMITED**

Divesh  
Shantaram Koli

Digitally signed by  
Divesh Shantaram Koli  
Date: 2024.07.22  
20:21:45 +05'30'

**DIVESH SHANTARAM KOLI**

**DIN: 06620482**

**Director**

**Date 22.07.2024**

**Place Mumbai**

Shailendra  
Sudhakar Sawant

Digitally signed by  
Shailendra Sudhakar Sawant  
Date: 2024.07.22 20:28:20  
+05'30'

**SHAIENDRA SUDHAKAR SAWANT**

**DIN: 10306962**

**Director**

**HANMAN FIT LIMITED**

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**ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b>Content</b>
<b><u>I</u></b>	Particulars of Employees
<b><u>II</u></b>	MR-3 Secretarial Audit Report
<b><u>III</u></b>	The Management Discussion and Analysis Report
<b><u>IV</u></b>	Certificate under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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**ANNEXURE- I**  
**DETAILS OF EMPLOYEES / MANAGERIAL REMUNERATION**

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- B) Details of top ten employees in terms of remuneration drawn and other employees of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: During the year under consideration, none of the employees of the company was in receipt of remuneration in excess of limits prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence particulars as required under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given.

### Annexure III

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

##### ❖ **FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

##### ❖ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company is involved in the gymming business in India, committing itself in making India Healthy and Fit. Its USP providing world class gymming experience, facilitated by the professional trainers. Your Company provides the diverse fitness services apart from the standard gymming and fitness solutions like Zumba Programme, Spa, Massage, Aerobics, Yoga, Physiotherapy and many more.

##### ❖ **MARKETING**

The Company is setting up a good marketing team to enter to increased turnover.

##### ❖ **SWOT**

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

##### ❖ **INTERNAL CONTROL**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's Audit Committee reviews the internal control system from time to time. All efforts are being made to make the internal control systems more effective.

##### ❖ **SEGMENTWISE REPORTING**



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During the year under review, Company has achieved all sales through gymming business only.

❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "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 global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

**On Behalf of the Board of Directors of For HANMAN FIT LIMITED**

Divesh  
Shantaram Koli

Digitally signed by Divesh  
Shantaram Koli  
Date: 2024.07.22 20:22:24  
+05'30'

**DIVESH SHANTARAM KOLI**

**DIN: 06620482**

**Director**

**Date 22.07.2024**

**Place Mumbai**

Shailendra  
Sudhakar Sawant

Digitally signed by  
Shailendra Sudhakar Sawant  
Date: 2024.07.22 20:22:53  
+05'30'

**SHAIENDRA SUDHAKAR SAWANT**

**DIN: 10306962**

**Director**

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**Annexure IV**

**CERTIFICATE**

**(UNDER REGULATION 17(8) OF SECURITIES AND EXCHANGE BOARD OF INDIA  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

To,

The Board of Directors,

Hanman Fit Ltd.,

702, Concord C.H.S,

JVPD Scheme, N. S. Road.

No. 10, Juhu, Mumbai – 400 049

We have reviewed the financial statements and the cash flow statement of Hanman Fit Limited for the year ended March 31, 2024 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and

**HANMAN FIT LIMITED**  
(Formerly Known as POWERHOUSE GYM & WELLNESS LIMITED)  
702 CONCORD CHS LTD.,JVPD SCHEME PLOT NO.1,N.S.ROAD VILE PARLE [W]  
MUMBAI,MH 400056 IN  
CIN: L85190MH2013PLC240311, Website: www.hanman.fit,  
Email Id:hanmancs27@gmail.com

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(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**On Behalf of the Board of Directors of For HANMAN FIT LIMITED**

Divesh  
Shantaram Koli

Digitally signed by  
Divesh Shantaram Koli  
Date: 2024.07.22  
20:32:09 +05'30'

**DIVESH SHANTARAM KOLI**

**DIN: 06620482**

**Director**

**Date 22.07.2024**

**Place Mumbai**

Shailendra  
Sudhakar Sawant

Digitally signed by  
Shailendra Sudhakar Sawant  
Date: 2024.07.22 20:29:13  
+05'30'

**SHAIENDRA SUDHAKAR SAWANT**

**DIN: 10306962**

**Director**

The Members

**Hanman Fit Limited**

CIN: L32109WB2005PLC104357

**Regd office:** 702 CONCORD CHS LTD., JVPD SCHEME

PLOT NO.1 NEAR SHIV SAGAR HOTEL, N.S.ROAD

VILE PARLE [W] MUMBAI MH 400056 IN

Our Secretarial Report of event date for the financial year 2023-24 is to be read along with this letter. **MANAGEMENT RESPONSIBILITY**

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper system to ensure compliance with the provision of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

**AUDITORS RESPONSIBILITY**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We believe that the audit evidences and information obtained from the company's management is adequate and appropriate for us to provide a basis of our opinion.
4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. We have not verified the correctness and appropriateness of financial records of the company.
6. There is due compliance with the applicable laws in terms of timelines and process.
7. The Records as relevant for the audit verified by him as a whole are free from Misstatement and maintained in accordance with the applicable laws.

**For Hanman Fit Limited**

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**Reena Parekh**  
**Practicing Company Secretary**  
**Membership 25346**  
**COP 12621**  
**UDIN:**

**FORM MR.3**

**SECRETARIAL AUDIT REPORT**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules,2014]**

**SECRETARIAL AUDIT REPORT**

**For the Financial Year Ended on 31<sup>st</sup> March 2024**

**To  
The Members,  
Hanman Fit Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hanman Fit Limited ("the Company")**. (Herein after 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 our Opinion thereon. Based on our verification of the **Hanman Fit Limited ("the Company")** books, papers, minute books, forms and returns filed and other records maintained by the company and the information provided by the Company, its officials, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books and other records maintained by **Hanman Fit Limited ("the Company")** for the financial year ended on 31' March 2024 according to the provisions of

- i. The Companies Act 2013 ("the Act") and the rules made there under
- ii. The Securities Contract (Regulation) Act 1956 (SCRA) and rules made there under;
- iii. The Depositories Act 1996 and the regulation and bye- laws framed there under;
- iv. Foreign Exchange management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct investment and external commercial borrowing.

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 Takeover) Regulation 2011

- b) The Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and rules made there under,
- c) The Security and Exchange Board of India (issue of capital and disclosure Requirement) Regulation 2009,
- d) The Security and Exchange Board of India (Employee stock Option Scheme and Employee Stock Purchase Scheme) Regulation 1999,
- e) The Security and Exchange Board of India (Issue and listing of Debt Securities) Regulation 2008,
- f) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulation 1993 regarding the companies Act and dealing with clients,
- g) The securities and Exchange Board of India (Delisting of Equity share) Regulation 2009 and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998

(vi) The Securities and Exchange Board of India (Prohibition of insider Trading) Regulation 1992; We have also examined compliance with the applicable clauses of following

- (1) Secretarial Standards issued with regard to Meeting of Board of Directors (**SS-1**) and General Meeting (**SS-2**) by The Institute of Company Secretaries of India.
- (2) The SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and the listing Agreements entered into by the Company with National Stock Exchange(s),

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**We 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- > Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent **at least seven days** in advance, pursuant to the guideline given in SS-1 issued by Institute of Company Secretary of India and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- > Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- > As informed the company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, where ever found necessary.
- > We further report that during the audit period, management of the company was changed. The managing director and whole time director tendered their resignation and new directors were appointed.
- > During the year company complied with provision of section 149, 150, 152, 161, 162, 164, 165, 167 and 168 of companies Act read with rules made there under.

We have further examined and verify the following

Sr No	Name of Director KMPs	Date of Appointment	Designation
1	DIVESH SHANTARAM KOLI	30/09/2023	Director
2	SHAILENDRA SUDHAKAR SAWANT	30/09/2023	Director
3	AKSHAT ASHOK GUPTA	12/04/2019	Chief Financial Officer
3	VISHNU PRATAP DHANMAN DWIVEDI	18/06/2014	Independent Director
4	SANVEDI RANE PARAG	08/01/2019	Independent Director
5	MEGHA KHANDELWAL	05/09/2019	Company Secretary

Composition of Board of Director is in pursuance of the regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and section 149 of the Companies Act 2013 and rules made there under.

2. We have examined the eligibility of directors and all the directors appointed in the company are eligible to be appointed as the director of the company. All the directors have submitted DIR-8 to the Board of company at the time of appointment or re-appointment or whenever applicable.
3. Company being a SME listed company, need to comply with the requirement proviso of subsection 1 of section 149 of Companies Act 2013 and relevant regulation of SEBI (LODR) Regulation 2015.
4. A proper notice was sent to each director as the requirement of SS-1 along with a proper agenda items with clear 7 days' notice.
5. The quorum for a meeting of the Board of Directors of a company was satisfied.
6. All the directors have given their interest in the companies and other companies in the specified format MBP-1 in the first board meeting of the company and in the first board meeting after he/she had been appointed as the director in the company.
7. During the year company had held Annual General Meeting, a proper notice was sent to all the members, Auditors and to all the directors of the company by e means. The meeting had been held on 30<sup>th</sup> day of September 2023.
8. Company has maintained all records and Register at his additional place of Business.

We examined the Minute Book of

- (a) Board Meetings of Board of Directors of the company,
- (b) Audit Committee Meeting
- (c) Nomination and Remuneration Committee.

Company has maintained the minutes Book of each and every meeting in accordance with the guidelines provided under SS-1 as issued by the Institute of Company Secretary of India.

Company has held all the board and committee meeting giving clear notice of 7 day before the board meetings to the directors, and the gap between two Board meetings were not exceeding 120 days any time during the year. Proceedings of Meeting were circulated to every director within the 15 days of meeting and same were confirmed by the directors. The proceeding of every meeting was entered in the minute book within 30 days of conclusion of Board Meeting.

9. We have examined the statutory registers required to be maintained by the company under the companies Act 2013, and company has maintained following register

- i. Register of Members in MGT-1 with index
- ii. Register of directors and KMPs
- iii. Register of Charge in CHG-7
- iv. Register of Contracts and arrangements with related parties
- v. Register and index of beneficial owner
- vi. Register of Loan and guarantee.
- vii. Register of Interest of Directors in MBP-1

All entries in the register were up to date and acknowledged by all the directors in the respective board meeting.

10. During the year there was no alteration in the share capital of the company. However company has complied with regulation of share holding pattern as per the regulation of 31 of **SEBI (LODR) Regulation 2015**.

11. The company appointed peer reviewed auditor on 15.04.2024 to conduct audit on 2023-2024.

**We further report that**, based on the review of compliance mechanism established by the company and on the basis of compliance certificates issues by the company Secretary and taken on record by the board of Directors at their meetings, we are of opinion that there are adequate system and process in place in the company which is in commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws rules regulations and guide lines.

**For Hanman Fit Limited**

For Reena S Modi & Associates  
Practicing Company Secretary

*Reena Parth*

ACS No- A25346  
CP No- 12621



**UDIN: A025346F000799671**

**Date-22-07-2024**