

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of **Hanman Fit Limited** will be held on Saturday, September 30, 2023 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:

ORDINARY BUSINESS:

1. To Consider and adopt:

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, 2023 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. To appoint a Director in place of Mr. AKSHAT GUPTA (DIN: 02265121) who retires by rotation. The Board, subject to the consent of shareholders, proposes to Appoint Mr. Divesh Koli (DIN: 06620482) as the director of the company.

3. To appoint a Director in place of Mr. ANKUSH GUPTA (DIN: 02265108) who retires by rotation. The Board, subject to the consent of shareholders, proposes to Appoint Mr. Shailendra Sawant (DIN:10306962) as the director of the company.

4. To transact any other business.

By Order of the Board of Directors
For **Hanman Fit Limited**



(Handwritten signature)

Akshat Gupta
Managing Director
(DIN: 02265121)

Place: Mumbai
Date: 04/09/2023

Registered Office:
702, Concord C.H.S,
JVPD Scheme, N. S. Road.
NO.10, Juhu, Mumbai – 400049
CIN: L85190MH2013PLC240311
E-mail Address: hanmancs27@gmail.com
Website: www.hanman.fit

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/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 20TH SEPTEMBER 2023.**
2. 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.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. 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.
5. 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.
6. 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.
7. 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.

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 can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members are requested to register their e-mail addresses in respect of

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

The Notice of the Annual General Meeting along with the Annual Report 2022-23 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.

9. 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.
10. 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.
11. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically.

The procedure and instructions for the same are as follows:

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

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2 : Cast your vote electronically on NSDL e-Voting system.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday 27th September, 2023 at 9:00 A.M. and ends on Friday, 29th September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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

	<p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to

	<p>access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsvidhi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in

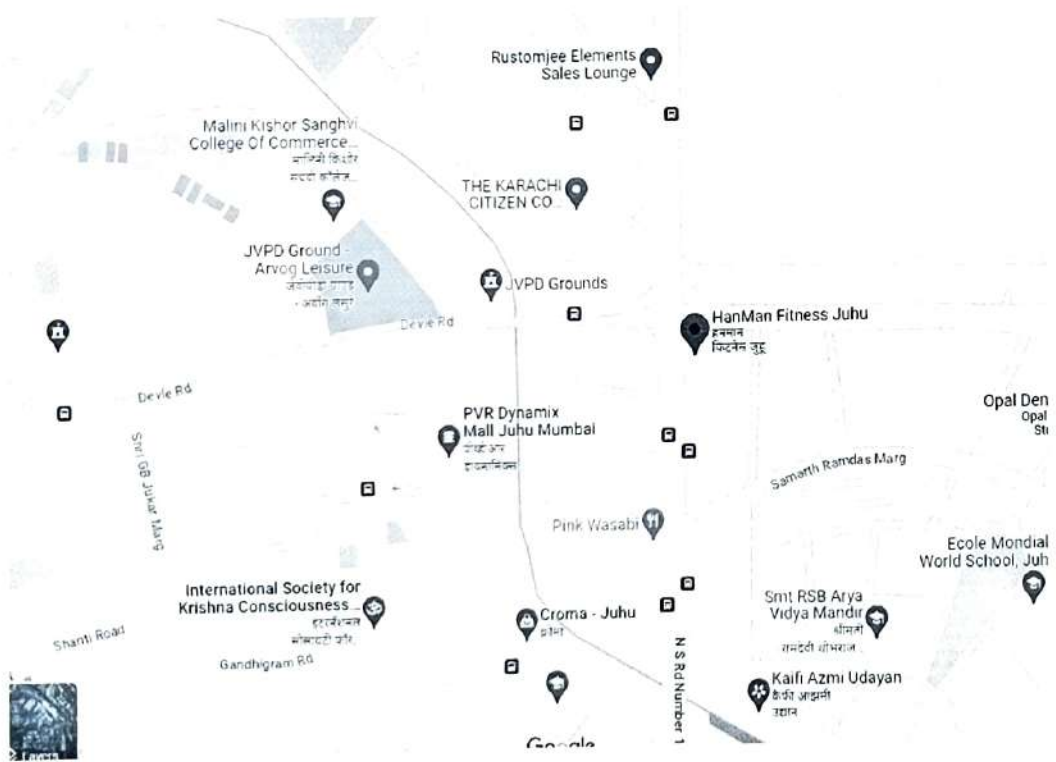
Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hanmancs27@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (hanmancs27@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Road Map to the venue of the Annual General Meeting



Venue of Annual General Meeting

702, Concord C.H.S,
JVPD Scheme, N. S. Road.
NO.10, Juhu, Mumbai – 400049

JAIN ANIL & ASSOCIATES

CHARTERED ACCOUNTANTS

1604, Gaurav Heights, Dhanukar Wadi, Mahavir Nagar, Kandivali West, Mumbai: 400 067

INDEPENDENT AUDITOR'S REPORT

To the Members of HANMAN FIT LTD

Report on the Financial Statements

Opinion

I have audited the accompanying financial statements of HANMAN FIT LTD ("the Company") which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, and statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 accounting principles generally accepted in India, of the state of the affairs (financial position) of the Company as at March 31, 2023, its loss and cash flows for the year ended on that date.

Basis for Opinion

I have conducted my audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act ('SAs'). My responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of my Report. I am 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 my audit of the financial statements under the provisions of the Act and the rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion on the financial statements.

Key Audit Matters

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

Reporting of key audit matters as per SA 701, Key Audit Matters are applicable to the Company as it is a public listed company.



Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and my auditor's report thereon. My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon. In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

Management's Responsibility 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 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 companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objective is 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 my 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, I exercise professional judgement and maintain professional scepticism throughout the audit. I 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 my 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)(i) of the Act, I am also responsible for expressing my 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. I consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of my work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the 'Annexure – A' a statement on the matters specified in paragraphs (iii) and (iv) of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, I report that:
 - (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;
 - (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account;
 - (d) In my opinion, the aforesaid financials statements comply with the accounting standards specified under section 133 of the companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (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) Since the company's turnover as per last audited financial statement is less than Rs. 50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs. 25 Crores, the company is exempted from getting an audit opinion with respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification no. G. S. R. 583 (E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls over financial reporting.
 - (g) 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 my opinion and to the best of my information and according to the explanations given to me:
 - (i) As per information and explanations given to me by the management of the company, no litigation is pending which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses.



(iii) There are no amounts which were required to be transferred to the Investor Education and Protection Fund.

(iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ('Intermediaries'), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of 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 entities including foreign entities ('Funding Parties') with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations given by the management contain any material misstatement.

(h) The Company has not declared or paid dividend during the year, hence, the requirement of commenting on compliance with section 123 of the Companies Act, 2013 is not applicable.

For Jain Anil & Associates
Chartered Accountants
FRN: 115987W

Anil Jain
Proprietor
MRN. 039803



Place: Mumbai

Date: 30-05-2023

UDIN: 23039803BGTKXK7592

Annexure – A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of Hanman Fit Ltd. of even date)

- (i) a) A) As per the information and explanation given to me, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
B) As per the information and explanation given to me, the Company has maintained proper records showing full particulars of intangible assets.
- b) As per the information and explanation given to me, some of the property, plant and equipment were physically verified during the year by the management in accordance with a phased program of verification, which in my opinion provides for physical verification of all the property, plant and equipment at reasonable intervals. No material discrepancies between the books records and physical inventory have been noticed.
- c) As per the information and explanations given to me, company has not revalued its property, plant and equipment (including right of use assets) during the year.
- d) As per the information and explanations given to me, no proceedings are initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) In my opinion, physical verification of inventories has been conducted by the management at reasonable intervals. No discrepancies noticed on such verification by the management.
- (iii) As per the information and explanation given to me, company has not made investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties.
- (iv) In my opinion and according to the information and explanations given to me and based on audit procedures conducted by me, the Company has not given any loans or made investments or issues any guarantee or provided any security complied with Section 185 & 186 of the Act, Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) As per the information and explanation give to me, the Company has not accepted deposits during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.



- (vii) According to the information and explanations given to me, in respect of statutory dues: The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including income tax and any other material statutory dues applicable to it. Further, as explained to me, the provisions relating to customs duty and excise duty are presently not applicable to the Company.
- (viii) During the year under audit, no income was surrendered or disclosed in the tax assessment under the income tax act, 1961 (43 of 1961).
- (ix) According to the records of the Company examined by me and the information and explanation given to me, the Company has not defaulted in repayment of dues to bank during the year. The company has not taken any loans from Government or by way of Issue of Debentures.
- (x) As per the information and explanation given to me, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (xi) To the best of my knowledge and according to the information and explanations given to me, 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.
- (xii) To the best of my knowledge and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In my opinion and according to the information and explanations given to me, 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) a) The company has internal audit system commensurate with the size and nature of its business.
b) Internal auditors report for the period under audit were considered by the statutory auditor.
- (xv) In my opinion and according to the information and explanations given to me, 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. Accordingly, the provisions of clause 3(xv) of the Order are not applicable.
- (xvi) In my opinion and according to the information and explanations given to me, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.



- (xvii) In my opinion and according to the information and explanations given to me, the Company is not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) To the best of my knowledge and according to the information and explanations given to me during the year, there were no statutory auditor(s) resigned from his position.
- (xix) According to me, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when from the balance sheet date.
- (xx) a) In my opinion and as per information and explanation given to me, company has not transferred unspent amount to a fund specified in schedule VII of the companies act within a period of six months of the expiry of the financial year in compliance with second proviso of sub section (5) of the section 135 of the said act.
- b) No amount remaining unspent accordingly clause 3 (xx)(b) of CARO is not applicable.
- (xxi) As per information and explanation given to us, there is no requirement to consolidate financial statements, accordingly, the provisions of para 3 clause (xxi) of the Order are not applicable.

For Jain Anil & Associates
Chartered Accountants
FRN: 115987W

Anil Jain

Anil Jain
Proprietor
MRN. 039803
Place: Mumbai



Date: 30-05-2023
UDIN: 23039803 BGTKXK 7592

Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
BALANCE SHEET AS AT 31st March 2023.

Particulars	Note No	As at 31st March 2023	As at 31st March 2022
		RUPEES	RUPEES
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	105,000,000	105,000,000
(b) Reserves and Surplus	2	(86,736,755)	(85,287,387)
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	10,033,000	12,383,000
(3) Current Liabilities			
(a) Trade payables	4		
	4.1	7,409,154	10,557,778
(b) Other current liabilities	4.2	22,374	1,197,002
(c) Short-term provisions	4.3	4,720,367	4,720,367
TOTAL		40,448,140	48,570,760
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	5	14,005,375	16,237,153
(ii) Intangible assets under development	5	8,119,286	10,149,107
(b) Non - Current investments	6	1,857,460	3,070,292
(2) Current assets			
(a) Inventories		1,365,539	910,199
(b) Current Investments	7.1	220,000	220,000
(c) Trade receivables	7.2	-	-
(d) Cash and cash equivalents	7.3	(447,384)	(113,582)
(e) Short-term loans and advances	7.4	-	-
(f) Other current assets	7.5	15,327,864	18,097,591
TOTAL		40,448,140	48,570,760
Significant Accounting Policies			
Notes on Financial Statements	1 to 14		

As per my Attached Report of even date
For and on behalf of
Jain Anil & Associates
Chartered Accountants
FRN. 115987W

Anil Jain



Anil Jain
Proprietor
Membership No. 039803

Place : Mumbai
Date : 30/05/2023
UDIN: 23039803BGTkXK7592

The above Balance Sheet & Relevant notes
are authenticated by us
For and on behalf of the Board of Directors
HANMAN FIT LTD

Ankush Gupta

Ankush Gupta
Director
(DIN: 02265108)

Place : Mumbai
Date : 30/05/2023

Akshat Gupta

Akshat Gupta
Director
(DIN: 02265121)

Place : Mumbai
Date : 30/05/2023



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
Statement of Profit & Loss For the period ended 31st March 2023.

	Note No	As at 31st March 2023	As at 31st March 2022
		RUPEES	RUPEES
INCOME			
Revenue from operations	8	-	-
Other Income (sale of stock)	9	3,818,830	992,631
Total Revenue (I)		3,818,830	992,631
Expenses:			
Cost of Materials Consumed		-	-
Purchases of Stock-in-Trade	10	757,492	960,000
Changes in Inventories of Finished Goods, WIP and Stock-in-Trade	11	-	317,270
Employee benefit expense	12	-	2,118
Financial costs	13	3,031	-
Depreciation and amortization expense	5	2,231,778	2,589,035
Other Expenses	14	2,275,897	2,011,078
Total Expenses (II)		5,268,198	5,879,501
V. Profit before exceptional and extraordinary items and tax		(1,449,368)	(4,886,870)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax		(1,449,368)	(4,886,870)
VIII. Extraordinary Items		-	-
IX. Profit before tax		(1,449,368)	(4,886,870)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Prior Year Taxation		-	-
XI. Profit/(Loss) from the period from continuing operations		(1,449,368)	(4,886,870)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations		-	-
XV. Profit/(Loss) for the period		(1,449,368)	(4,886,870)
XVI. Earning per equity share:			
(1) Basic		(0.14)	(0.47)
(2) Diluted		(0.14)	(0.47)
Significant Accounting Policies			
Notes on Financial Statements	1 to 14		

As per my Attached Report of even date
For and on behalf of
Jain Anil & Associates
Chartered Accountants
FRN. 115987W



Anil Jain
Proprietor
Membership No. 039803

Place : Mumbai
Date : 30/05/2023
UDIN: 230398038GTXXX7592

The above Balance Sheet & Relevant notes
are authenticated by us
For and on behalf of the Board of Directors:
HANMAN FIT LTD

Ankush Gupta

Ankush Gupta
Director
(DIN: 02265108)

Place : Mumbai
Date : 30/05/2023

Akshat Gupta

Akshat Gupta
Director
(DIN: 02265121)

Place : Mumbai
Date : 30/05/2023



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

DESCRIPTION	As at 31st March 2023	As at 31st March 2022
	RUPEES	RUPEES
Cash Flow from operating Activities		
Net Profit before tax and extraordinary items	(1,449,368)	(4,886,870)
Adjusted for :		
Depreciation and Amortisation	2,231,778	2,589,035
Interest Expenses	3,031	2,118
Operating Profit before Working Capital Changes	785,441	(2,295,717)
Adjusted for :		
(Increase) / Decrease in Inventories	(455,340)	960,000
(Increase) / Decrease in Sundry Debtors	-	-
(Increase) / Decrease in Loans & Advances	-	-
(Increase) / Decrease in Other Current Assets	2,769,727	1,396,742
Increase / (Decrease) in Current Liabilities	(4,323,252)	(3,995,159)
Cash Generated from Operations	(1,223,424)	(3,934,134)
Taxes Paid		
Net Cash from Operating Activities	(1,223,424)	(3,934,134)
Cash Flow from Investing Activities		
Purchase / Sale of Fixed Assets	2,029,821	2,537,277
Purchases of Fixed Deposits	-	-
Purchase / Sale of Gold & Jewellery	1,212,832	-
Net Cash from Investing Activities	3,242,653	2,537,277
Cash Flow from Financing Activities		
Issue of Bonus Share Capital	-	-
Issue of Ordinary Share Capital	-	-
Proceeds / (Repayment) from Long Term Borrowings	(2,350,000)	732,000
Interest Expenses	(3,031)	(2,118)
Net cash from Financing Activities	(2,353,031)	729,882
Net Increase / (Decrease) in Cash and Cash Equivalents	(333,802)	(666,975)
Cash and Cash Equivalents as at the beginning	(113,582)	553,393
Cash and Cash Equivalents as at the end of the year	(447,384)	(113,582)



1 Share Capital

	As at 31st March 2023	As at 31 March 2022
Authorised 1,05,00,000 Equity Share of Rs 10/- each	105,000,000	105,000,000
	105,000,000	105,000,000
Issued, Subscribed & Paid Up 1,00,00,000 Equity Shares of Rs 10/- each fully paid up in cash	100,000,000	100,000,000
5,00,000 Bonus Shares of Rs 10/- each fully paid up issued for consideration other than cash	5,000,000	5,000,000
Total	105,000,000	105,000,000

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 2023		As at 31 March 2022	
	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	-	-	-	-
Outstanding at the end of the year	10,500,000	105,000,000	10,500,000	105,000,000

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

Name of Shareholder	As at 31st March 2023		As at 31 March 2022	
	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
Formally Know As Powerhouse Gym & Wellness Limited
Notes to financial statement

2 Reserves & Surplus

(Rs .)

	As at 31 March 2023	As at 31 March 2022
	RUPEES	RUPEES
Securities Premium		
As per last Balance Sheet	48,000,000	48,000,000
Add: Transferred from Profit & Loss Account	-	-
	48,000,000	48,000,000
Profit & Loss Account		
As per last Balance Sheet	(133,287,387)	(128,400,517)
Add:- Profit for the Current Year	(1,449,368)	(4,886,870)
	(134,736,755)	(133,287,387)
Less: Appropriations		
Transferred to General Reserve	-	-
Proposed Dividend on Equity Shares	-	-
Tax on Dividend	-	-
Bonus Issued	-	-
	(134,736,755)	(133,287,387)
Total	(86,736,755)	(85,287,387)

3 Long Term Borrowings

(Rs .)

	As at 31 March 2023	As at 31 March 2022
1. Unsecured Loans	10,033,000	12,383,000
TOTAL	10,033,000	12,383,000

Notes

(i) Details of unsecured loan from Directors & there relatives :

Particulars	0	0
Akshat Gupta	7,501,000.00	9,151,000.00
Ankush Gupta	2,532,000.00	3,232,000.00
Total Unsecured Loans	10,033,000.00	12,383,000.00



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
Notes to financial statement

4 Current Liabilities

(Rs .)

	As at 31 March 2023	As at 31 March 2022
	RUPEES	RUPEES
4.1 (a) Trade Payables		
Sundry Creditors for Goods	-	-
Sundry Creditors for Expenses	7,409,154	10,557,778
	7,409,154	10,557,778
<p>Confirmations for credit balances have been verified to the extent the same are available. The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:</p>		
4.2 (b) Other Current Liabilities		
Duties & taxes	22,374	(2,998)
Salary Payable	-	1,200,000
	22,374	1,197,002
4.3 (c) Short-Term Provisions		
Provision for Income Tax	4,720,367	4,720,367
	4,720,367	4,720,367

6 NON CURRENT INVESTMENT

(Rs .)

	As at 31 March 2023	As at 31 March 2022
	RUPEES	RUPEES
Investments in Gold	1,857,460	1,857,460
Investments in Jewellery	-	1,212,832
	1,857,460	3,070,292



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
Notes to Financial Statements

7 Current Assets

(Rs.)

Current Assets	As at 31 March 2023	As at 31 March 2022
	RUPEES	RUPEES
7.1		
(b) Current Investments		
Other Investment (Fixed Deposits in Corporation Bank)	220,000.00	220,000.00
	220,000.00	220,000.00
7.2		
(c) Trade receivables		
(Considered to be good by the Management)		
More than 6 Months	-	-
Others	-	-
	-	-
7.3		
(d) Cash and cash equivalents		
Cash in Hand	1,279,646.00	177,508
Bank Accounts With Schedule Banks In current Account	(1,727,030.00)	(291,090)
	-	-
	(447,384.00)	(113,582)
7.4		
(e) Short-term loans and advances		
Advances recoverable in Cash or in Kind or for value to be received which includes		
(i) Earnest & Security Deposit	-	-
	-	-
7.5		
(f) Other current assets		
Loans & Advances Receivable / Value to be received	15,327,864.00	18,097,591.00
	15,327,864.00	18,097,591.00



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
Notes to Financial Statements

(Rs .)

	As at 31st March, 2023	As at 31st March, 2022
	RUPEES	RUPEES
8 Revenue From Operations		
Sales	-	-
	-	-
9 Other Income		
Creditors Balance w/off	2,633,957	-
Other Income	1,184,600	992,373
Interest - FD	273	258
	3,818,830	992,631
10 Purchases		
Marble	-	-
Woods	-	-
	-	-
11 (a) Changes in Inventories		
Opening	910,199	1,870,199
Purchase	1,212,832	-
Less : Closing stock	1,365,539	910,199
	757,492	960,000
12 Employee Benefits Expense		
Salary And Bonus	-	317,270
Staff Welfare	-	-
	-	317,270
13 Finance Costs		
Interest - Bank	-	-
Bank Charges	3,031	2,118
	3,031	2,118



Hanman Fit Ltd
Formally Know As Powerhouse Gym & Wellness Limited
Notes to Financial Statements

(Rs .)

	As at 31st March, 2023	As at 31st March, 2022
	RUPEES	RUPEES
14 Other Expenses (Administration)		
Advertisement Expenses	-	15,000
Bal. W/Off	2,026,455	1,566,614
Internet Charges	-	21,240
Interest on TDS	442	13,602
Membership Fees Refund	-	-
Legal & Professional Charges	57,000	42,450
Listing Fees	70,000	70,000
Loss on Sale of Assets	-	-
Office Exp	-	-
Rent	-	-
Penalty on Gst	-	760
Professional Fees Paid	122,000	29,000
Repairs & Maintenance	-	214,610
Rates & Taxes	-	-
Water Charges	-	37,800
Round off	-	2
	2,275,897	2,011,078



A.C.S Vidhi Thakkar

23 Humlog CHS, Shankar Lane, Kandivali West, Mumbai 400067. Email ID: pcsvidhi@gmail.com Phone Number: 9833494935

To
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 2022-23 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

Vidhi Thakkar

Practicing Company Secretary

Membership Number 55903

COP 25624

UDIN: A055903E000938455

A.C.S Vidhi Thakkar

23 Humlog CHS, Shankar Lane, Kandivali West, Mumbai 400067. Email ID: pcsvidhi@gmail.com Phone Number: 9833494935

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 31st March 2023

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 **31st March 2023** 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, forms and returns filed and other records maintained by **Hanman Fit 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 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.

(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 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,

A.C.S Vidhi Thakkar

23 Humlog CHS, Shankar Lane, Kandivali West, Mumbai 400067. Email ID: pcsvidhi@gmail.com Phone Number: 9833494935

- 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 the 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 there were no specific events having a major bearing on company's affairs in pursuance of above referred laws, rules regulations, guidelines, standards, etc.
- 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

1. Company has optimum combination of executive and non-executive director in the composition of the Board, following are the member in the board of company,

A.C.S Vidhi Thakkar

23 Humlog CHS, Shankar Lane, Kandivali West, Mumbai 400067. Email ID: pcsvidhi@gmail.com Phone Number: 9833494935

Sr No	Name of Director KMPs	Date of Appointment	Designation
1	VISHNU PRATAP DHANMAN DWIVEDI	18-06-2014	Director
2	ANKUSH ASHOK GUPTA	08-02-2013	Whole Time Director
3	AKSHAT ASHOK GUPTA	12-04-2019	Chief Financial Officer
3	AKSHAT ASHOK GUPTA	08-02-2013	Managing Director
4	SANVEDI RANE PARAG	08-01-2019	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 30th day of September 2021.
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

A.C.S Vidhi Thakkar

23 Humlog CHS, Shankar Lane, Kandivali West, Mumbai 400067. Email ID: pcsvidhi@gmail.com Phone Number: 9833494935

- 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**.

we further report that, based on the review of compliance mechanism established by the company and on the basis of compliance certificates issued 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

Vidhi Thakkar

Practicing Company Secretary

Membership Number 55903

COP 25624

UDIN:A055903E000938455

Date: 04.09.2023

Place: Mumbai

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To,

The Members,

Your Directors have pleasure in presenting their Ninth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023

1. Financial summary or highlights/Performance of the Company

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

Particulars	Amount in Rs.	
	Last Year For the year ended March 31, 2023	Current Year For the year ended March 31, 2022
Total Income	38,18,830	9,92,631
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(36,84,177)	(22,95,717)
Finance Charges	3,031	2,118
Depreciation	22,31,778	25,89,035
Exceptional and Extra-Ordinary Items	--	--
Provision for Income Tax (including for earlier years)		
- Current Tax	--	--
- Deferred Tax	--	--
Net Profit/(Loss) After Tax	(14,49,368)	(48,86,870)

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. 38,18,830/- and Loss of Rs. 14,49,368/- for the year ended March 31, 2023.

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. It's USP providing world class gymming experience, facilitated by the professional trainers.

3. Change in the nature of business, if any

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

Due to losses incurred by the Company, the Board could not recommend any dividend for the year under review.

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. Akshat Gupta is the Compliance Officer of the Company.

Mr. Akshat Ashok Gupta was appointed as Chief Financial Officer (CFO)

Ms Megha Khandelwal Appointed as a Company Secretary.

There were no changes in the directorships during the year

8. Corporate Governance

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.

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.

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 I)**

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, 2023, the Company had no subsidiary, joint ventures, and associate companies.

13. Holding Company

As on March 31, 2023, the Company was not a subsidiary of any company.

14. Statutory Auditors and Auditors' Report

M/s JAIN ANIL & ASSOCIATES Chartered Accountants (Firm Registration No. 115987W), are the Statutory Auditors of the Company, 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. Vidhi Thakkar.**, 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 **M/s 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:

Category	No. of Directors
Non-Executive & Independent	2
Directors including the Chairman	

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Other Non-Executive Directors	-
Executive Director (CEO & Managing Director)	2
Total	4

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:

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
Mr. Ankush Gupta (DIN: 02265108)	08.02.2013	Whole-Time Director/ CEO	8	-	1
Mr. Akshat Gupta (DIN: 02265121)	08.02.2013	Managing Director	8	-	2
Mr. Vishnu Pratap Dhanman Dwivedi (DIN:02090054)	18.06.2014	Independent Director	2	3	-
Ms. Sanvedi Parag Rane (DIN: 08324137)	08.01.2019	Independent Director	3	-	-

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Board Meetings held 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 th May, 2022	4	4
6 th September 2022	4	4
15 th November, 2022	4	4
3 rd March, 2023	4	4

Name of Director	Attendance at the Board Meetings held on				Attendance at the AGM held on September 30, 2022
	Dates of Board Meeting	30 th May, 2022	06 th September, 2022	15 th November, 2022	3 rd March, 2023
Mr. Ankush Gupta (DIN:02265108)		P	P	P	P
Mr. Vishnu Pratap Dhanman Dwivedi (DIN:02090054)		P	P	P	P
Mr. Akshat Gupta (DIN: 02265121)		P	P	P	P
Ms. Sanvedi Parag Rane (DIN: 08324137)		P	P	P	P

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COMMITTEES OF THE BOARD.

(a) Audit Committee (mandatory committee)

The composition of the Audit Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Audit Committee are as under:

Name of Director	Category	Attendance at the Audit Meetings held on			
		30.05.2022	06.09.2022	15.11.2022	03.03.2023
Ms. Sanvedi Rane	Non-executive and Independent	P	P	P	P
Mr. Vishnu Pratap Dwivedi	Non-executive and Independent	P	P	P	P
Mr. Ankush Gupta	Executive and Non-Independent	P	P	P	P

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;
- 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 offers and related matters.

(b) Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as at March 31, 2023 and details of the Members participation at the Meetings of the Nomination and Remuneration Committee are as under:

Name of Director	Category	Attendance at the Committee Meetings held on		
		30.05.2022	06.09.2022	31.03.2023
Mr. Akshat Gupta	Executive and Non-Independent	P	P	P
Ms. Sanvedi Rane	Non-executive and Independent	P	P	P
Mr. Vishnu Pratap Dwivedi	Non-executive and Independent	P	P	P

(d) 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".

Name of Director	Category	Attendance at the Committee Meetings held on		
		30.05.2022	06.09.2022	31.03.2023
Ms. Sanvedi Rane	Non-executive and Independent	P	P	P
Mr. Vishnu Pratap Dwivedi	Non-executive and Independent	P	P	P
Mr. Akshat Gupta	Executive and Non-Independent	P	P	P

Details of Shareholders' Complaints:

Shareholders / Investors Complaints	No. of Complaints
Complaints as on April 01, 2022	0
Complaints received during 2022-23	0
Complaints not solved to the satisfaction of shareholders	0

Complaints pending as on March 31, 2023	0
-----------------------------------------	---

During the year, no complaints were received from shareholders. As on March 31, 2023, no investor grievance has remained unattended/ pending for more than thirty days.

19. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on March 05, 2023, 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 a 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.
- All the Independent Directors were present at the Meeting.

20. General Body Meetings

Particulars of last three Annual General Meetings:

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

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7 th	2021	At the Registered Office	30/09/2021	11.30 a.m.	1
8 th	2022	At the Registered Office	30/09/2021	11.30 a.m.	-

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

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, technology absorption and foreign exchange earnings and outgo

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.

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, 2023;

(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 21st October, 2014 on SME Platform of Bombay Stock Exchange (BSE). The Company confirms that it has paid the Annual Listing Fees for the year 2022-23 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 Blower Policy

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

34. Familiarisation 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,

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etc., to provide them with better understanding of the business and operations of the Company and so as to enable them 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.

37. Details of Non Compliance by the Listed Company

During the last three years, the company has done the following Non Compliances for which the penalty to the stock exchange has already been paid. Please note, the non compliance was not out of any malafide intension.

1. Delay in conducting of Board meeting for declaration of half yearly results in November, 2020. Apart from the above, there has been no non compliances done by the company for which any penalties, strictures etc has been levied upon the company.

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



Akshat Gupta
Managing Director

(DIN: 02265121)

Ankush Gupta
Whole-Time
Director

(DIN: 02265108)

Registered Office:

702, Concord CHS, No 10, N. S Road,
JVPD Scheme, Juhu Circle, Vile Parle
West, Mumbai- 400049

Place: Mumbai

Date: 04.09.2023

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ANNEXURE INDEX

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

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.

❖ **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**

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

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❖ 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.




Akshat Gupta
Managing Director
(DIN: 02265121)

Place: Mumbai
Date: 04.09.2023

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, 2023 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

(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.



Akshat Gupta
Managing Director

Ankush Gupta
Whole Time Director

Place: Mumbai
Date: 04.09.2023