

**24<sup>TH</sup> ANNUAL REPORT  
2015-2016**



**HINDUSTAN BIO SCIENCES LIMITED**

## **CORRIGENDUM**

The following dates can be considered as correct in place of dates mentioned in this Annual Report for the purpose mentioned below.

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>DATE</b>
1.	Cut-off/Record date for data uploading	23-09-2016
2.	E-voting period	27-09-2016 to 29-09-2016
3.	Book closure dates	24-09-2016 to 30-09-2016

## HINDUSTAN BIO SCIENCES LIMITED

**Board Of Directors:**

- |                              |  |
|------------------------------|--|
| 1) Sri. J.V.R. Mohan Raju    | - Managing Director                    |
| 2) Smt J. Uma                | - Director                             |
| 3) Mr. J. Varun Varma        | - Whole-time Director                  |
| 4) Sri A.V.V.Satyanarayana   | - Director (Resigned w e f 31-10-2015) |
| 5) Sri. B.R.Rao              | - Director                             |
| 6) Sri K. Rama Chandra Raju  | - Director                             |
| 7) Sri M. Satyanarayana Raju | - Director                             |

**Registered &****Administrative Office**

- H.No.8-2-269/S, Plot No.31,  
Sagar Co-Operative Housing Society,  
Road No.2, Banjara Hills,  
Hyderabad - 500 034

**Company Identification Number**

- L26942TG1991PLC013564

**Bankers**

- Axis Bank Ltd,  
Begumpet Branch,  
Hyderabad

**Auditors**

- M/s. VASG AND ASSOCIATES  
# 503/1, 5th Floor, Kubera Towers,  
Narayanaguda, Hyderabad-500 029.

**Share Transfer Agents For  
Demat Shares**

- M/s. Venture Capital & Corporate  
Investments Private Limited.  
12-10-167, Bharat Nagar,  
Hyderabad - 500 018.

## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday the 30<sup>th</sup> September, 2016 at 10.00 A.M at H.No.8-2-269/S, Plot No.31, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, Telangana to transact the following.

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss account for the year ended 31st March, 2016 and the Directors and Auditors Report thereon.
2. To appoint a Director in place of J Varun Varma (DIN00515430), who retires by rotation and being eligible, offers him-self for re-appointment.
3. To ratify the appointment of auditors of the Company to hold office until the conclusion of the Annual general Meeting for Financial year 2016-17 and the payment of remuneration as fixed by the board of directors and to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, including statutory modifications thereto or re-enactments thereof for the time being in force, and pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s. VASG & ASSOCIATES, chartered Accountants, Hyderabad (Firm Number 006070S) which was made AGM 2014 for Three Consecutive Audit-years ending on the conclusion of AGM for FY 2016-17 be and is hereby ratified and confirmed for the remaining audit period on such remuneration as fixed by the board of directors"

"RESOLVED FURTHER THAT the directors of the Company jointly and severally be and are hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution and to certify and upload the e-forms.."

### SPECIAL BUSINESS:

4. Reduction of Share Capital:

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

"RESOLVED THAT pursuant to the Articles of Association of the Company, Section 100 and such other applicable provisions of the Companies Act, 1956, (Section 66 of the Companies Act, 2013) subject to the sanctions and approvals of the appropriate authorities as may be required, subject to the

confirmation by the Hon'ble High Court of Andhra Pradesh and Telangana at Hyderabad and subject to such terms, conditions or modifications if any, as may be prescribed by such authorities while granting the such approvals, consents or permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which expression shall be deemed to include any Committee of Directors constituted by the Board), the Company's issued, subscribed and paidup equity share capital of Rs.10,25,08,000/- (consisting of 10250800 equity shares of Rs.10/- each fully paid up) be reduced to Rs.5,12,54,000/- (consisting of 10250800 issued, subscribed and paid-up equity shares of Rs.5/- each fully paid up), so as to bring back the paid-up capital in purity with and making it representative of the residue of the value of the assets at present held by the company, being the assets as per the valuation made by the Company.

"RESOLVED FURTHER THAT upon extinguishment of such share capital, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced to the extent of the face of equity shares so extinguished on the Record date."

"RESOLVED FORTHER THAT reduction of share capital the face value of each share will be Rs.5/- and the Board is authorized to issue revised certificates in lieu of the cancelled certificates.

"RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association and the Articles of Association of the Company after the said reduction becomes operative and effective."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may at their absolute discretion deem necessary or desirable for effectively implementation of the resolution and to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit."

The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with regard to the special resolution mentioned above is enclosed.

For and on behalf of the Board  
For **Hindustan Bio Sciences Limited**

**J.V.R.Mohan Raju**  
**Chairman**

Place : Hyderabad  
Date : 30.07.2016

**Notes:**

1. A member entitled to attend the meeting is entitled to appoint a proxy to attend and vote at the meeting instead of him and the proxy need not be a member of the company.
2. Proxies in order to be effective must be deposited at the registered office of the company at Plot No: 31, Sagar Co-Operative Housing Society, Road No: 2, Banjara Hills, Hyderabad - 500 034 at least 48 hours before the commencement of the meeting.
3. The Register of members and the share transfer books of the company will remain closed from 21st September, 2016 to 30th September, 2016(both days inclusive).
4. Members are requested to quote ledger folio number/ De-mat account number in all their correspondence to avoid delay in communication.
5. Members are requested to bring their copy of the Annual Report and the attendance slips with them to the Annual General Meeting.
6. The company shares are listed on Bombay Stock Exchange Limited. The listing fee for the year 2016-17 is paid.
7. Voting through electronic means;
  - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - B. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.
    - (iii) Now, select the Hindustan Bio Sciences Limited from the drop down menu and click on "SUBMIT"
    - (iv) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in De-mat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your De-mat account or in the company records for the said De-mat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Hindustan Bio Sciences Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (C) The e-voting period commences on 24th September 2016 (9:00 am) and ends on 26th September 2016 (6:00 pm). During this period shareholders' of the company, holding shares either in physical form or in De-materialized form, as on the cut-off i.e. 20.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 20.09.2016.

Mr. V.B.S.S. Prasad, a Practicing Company Secretary (Membership # 4139) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared in the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hindustanbiosciences.in](http://www.hindustanbiosciences.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

- (xviii) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**GREEN INITIATIVE IN CORPORATE GOVERNANCE**

Rule 11 of the Companies (Accounts) Rules, 2014, permits circulation of Annual Report through electronic means to such of the members whose e-mail addresses are registered with NSDL or CDSL (DPs) or with the Company to receive the documents in electronic form and physical copies to those shareholders whose email addresses have not been either registered with the Company or with the DPs.

To support this green initiative of the Government, members are requested to register their e-mail addresses and also intimate changes, if any, with the DPs, in case shares are held in De-materialized form and with STA, in case the shares are held in physical form.

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

### ITEM NO. 2

Name of the Director	J VARUN VARMA
Date of Birth	21-08-1985
Address	H.No.6, Daffodils Block, Nectar Garden, Madhapur, Hyderabad, Telangana
Shareholding	2100
Qualification	M S (Industrial Engineering)
Experience	2 years experience as Business Analyst in USA
Other Directorships	4

Mr. J.Varun Varma, Being Appointee and he is son of JVR Mohan Raju, Managing Director and J. Uma Directors are interested. None of the other directors and key managerial personnel of the company and their relatives are concerned or interested, financial or otherwise in the resolution set out at item No.2.

Your directors recommended the resolution for approval as Ordinary Resolutions.

### ITEM NO. 4

The Company incurred huge losses. Now the loss amounts to Rs.5,43,04,280/- as per the balance sheet 2015-16. so as to bring back the paid-up capital in purity with and making it representative of the residue of the value of the assets, the Board proposed to reduce the Paid-up share capital by Rs.5,12,54,000/- which is not represented by assets of the Company. As this resolution requires to be passed as special resolution, Board recommends for your approval.

The proposed restructuring will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay / outgo on the part of the Company. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.

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

**For and on behalf of the Board**  
For Hindustan Bio Sciences Limited

Place : Hyderabad  
Date : 30.07.2016

**J.V.R.Mohan Raju**  
Chairman