



# **FABINO LIFE SCIENCES LIMITED**

**11<sup>TH</sup> ANNUAL REPORT**  
**(2021-2022)**

## CORPORATE INFORMATION

CIN:U24100DL2011PLC226781

<b>BOARD OF DIRECTORS:</b>	<b>COMMITTEES:</b>
<p><b>Executive Directors:</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Atul Kumar Jain</li> </ul> <p><b>Non-executive Director :</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Arihant Jain</li> <li>➤ Mr. Aditya Jain</li> </ul> <p><b>Non-executive Additional Director :</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Sumit Malik</li> </ul> <p><b>Independent Directors:</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Kuldeep Solanki</li> <li>➤ Mrs. Tesu Alakh</li> <li>➤ Mr. Gagan Gupta</li> </ul>	<p><b>Audit Committee:</b></p> <ul style="list-style-type: none"> <li>➤ Mrs. Tesu Alakh(Chairman)</li> <li>➤ Mr. Gagan Gupta (Member)</li> <li>➤ Mr. Atul Kumar Jain (Member)</li> </ul> <p><b>Nomination Remuneration Committee:</b></p> <ul style="list-style-type: none"> <li>➤ Mrs. Tesu Alakh (Chairman)</li> <li>➤ Mr. Gagan Gupta (Member)</li> <li>➤ Mr. Arihant Jain (Member)</li> </ul> <p><b>Stakeholders Relationship Committee:</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Arihant Jain(Chairman)</li> <li>➤ Mr. Gagan Gupta (Member)</li> <li>➤ Mr. Atul Kumar Jain (Member)</li> </ul>
<p><b>Key Managerial Person:</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Pankaj Jain (Chief Financial Officer)</li> <li>➤ Mr. Atul Kumar Jain (Managing Director)</li> <li>➤ Ms. Jeel Poshia (Company Secretary &amp; Compliance Officer) (Upto August 04, 2022)</li> <li>➤ Mr. Aslam Mohammad (Company Secretary &amp; Compliance Officer) (With effect from August 11, 2022)</li> </ul>	
<p><b>Statutory Auditor:</b></p> <p><b>M/s. D G M S &amp; Co.,</b> Office No. 10, VihangVihar, Opp. Gautam Park Building, Panchpakhadi, Thane West, Thane – 400 602</p>	<p><b>Registrar And Share Transfer Agent:</b></p> <p><b>Bigshare Services Private Limited</b> Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093</p>
<p><b>Secretarial Auditor Of The Company:</b></p> <p><b>M/s JNG &amp; Co.,</b> Shop No. 2, Ram Niwas, Ranchod Das Road, Dahisar (West), Mumbai – 400068, Tel No: - 022 28918179 Email: <a href="mailto:jigar.gandhi@jngandco.in">jigar.gandhi@jngandco.in</a></p>	<p><b>Registered Office:</b></p> <p>105, 1st Floor, Barodia Tower, Plot No 12, D Block, Central Market, Prashant Vihar, New Delhi 110085</p>

In case of any Queries relating Annual Report, Contact:

**Mr. Aslam Mohammad (Company Secretary)**

105, 1st Floor, Barodia Tower,  
Plot No 12, D Block Central Market  
Prashant Vihar  
New Delhi – 110085

**Email id:** [info@fabinolife.com](mailto:info@fabinolife.com)
**Website:** [www.fabinolife.com](http://www.fabinolife.com)

## NOTICE

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the Members of the Fabino Life Sciences Limited will be held on Thursday, 22<sup>nd</sup> September, 2022 at 11:00 A.M. at the Registered Office of the Company at 105, 1st Floor, Barodia Tower, Plot No 12, D Block, Central Market, Prashant Vihar, New Delhi 110085 to transact the following business.

### **I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Financial Statements for the year ended on 31st March, 2022 together with the Board's Report & Auditor's Report thereon.
2. To appoint a Director in place of Mr. Arihant Jain, (DIN: 08280553), who retires by rotation and being eligible, offers himself for re-appointment

### **II. SPECIAL BUSINESS:**

3. Regularization of appointment Mr. Sumit Malik as Non-Executive Non- Independent Director of the company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, read with Schedule IV of the said Act, Mr. Sumit Malik (DIN : 09615815), who was appointed as an Additional Director of the Company with effect from May 24, 2022 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Non-Executive Non-Independent Director of the Company for a term upto five consecutive years upto May 2027, liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S CORPORATE OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.**
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website [www.fabinolife.com](http://www.fabinolife.com) and website of the stock exchange i.e. BSE Limited at

<https://www.bseindia.com> and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, forms integral part of the notice as 'Annexure – A'.
7. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy(ies) of their Annual Report.
8. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 16, 2022 to Thursday, September 22, 2022** (both days inclusive).
11. Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. To Bigshare Services Private Limited, RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [www.fabinolife.com](http://www.fabinolife.com) for obtaining the Annual Report and Notice of AGM.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. Bigshare Services Private Limited.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail Ids by sending written request to our RTA M/s Bigshare Services Pvt. Ltd. in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents I all communications including Annual Reports, Notices, circulars etc. in electronic form

16. Mr. Jigarkumar Gandhi, Practicing Company Secretary (Membership No. F7569) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote evoting or by ballot form shall be able to exercise their right at the meeting.
18. Route map & landmark of venue of AGM is enclosed with Notice.
19. **Voting through electronic means:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Monday, September 19, 2022(9:00 A.M.)** and ends on **Wednesday, September 21, 2022 (5:00 P.M.)**. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, September 15, 2022** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Thursday, September 15, 2022** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Thursday, September 15, 2022**.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Thursday, September 15, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

7. 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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

	<ol style="list-style-type: none"> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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

**B) Login Method for e-Voting and joining virtual meeting 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?**

- 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, 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.*
- Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

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| 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.                        |

**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 [jigar.gandhi@jngandco.in](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto: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 [info@fabinolife.com](mailto:info@fabinolife.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 [info@fabinolife.com](mailto:info@fabinolife.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.
20. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800- 222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.fabinolife.com](http://www.fabinolife.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
25. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company's Registrar and Transfer Agents of the Company for any support in this regard.
26. **All queries relating to Share Transfer and allied subjects should be addressed to:**  
**Bigshare Services Private Limited**  
Office No. S6-2, 6th Floor,  
Pinnacle Business Park,  
Next to Ahura Centre,  
Mahakali Caves Road,  
Andheri (East), Mumbai – 400093

**Registered Office:**

105, 1st Floor, Barodia Tower, Plot No 12,  
D Block, Central Market, Prashant Vihar,  
New Delhi 110085.

**Tel :** 9883900021

**CIN:** U24100DL2011PLC226781

**Website:** [www.fabinolife.com](http://www.fabinolife.com)

**Email:** [info@fabinolife.com](mailto:info@fabinolife.com)

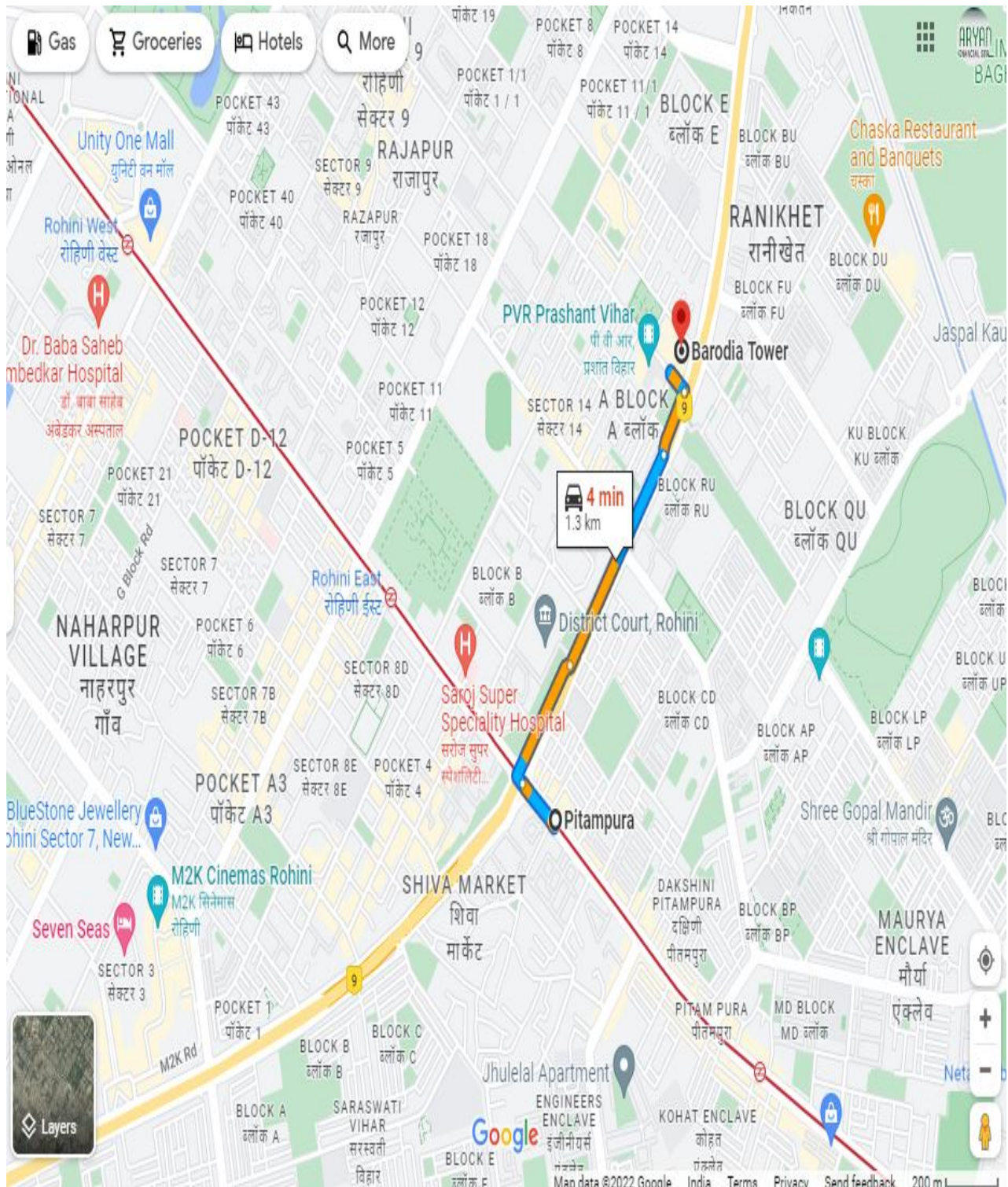
By Order Of The Board Of Directors  
**FOR FABINO LIFE SCIENCES LTD**

Sd/-

**Mr. Aslam Mohammad**  
(Company Secretary)

New Delhi, Tuesday, August 30, 2022.

# ROUTE MAP TO THE 11<sup>th</sup> AGM VENUE



**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3:**

The Board of Directors of the Company had appointed Mr. Sumit Malik (DIN: 09615815) as an Additional Director of the Company with effect from May 24, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sumit Malik shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Non-Executive Non-Independent Director for a term upto five years. Brief profile of Mr. Sumit Malik is as follows;

Mr. Sumit Malik is aged 32 years. He is working as an Engineer in a MNC and has done M.Tech.

**Directorship in other companies:**

Mr. Sumit Malik does not hold directorship in any other Company. Mr. Sumit Malik is not related to any of the Directors of the Company

### Annexure – A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

<b>PARTICULARS</b>	<b>Mr. Arihant Jain, (DIN: 08280553)</b>	<b>Mr. Sumit Malik (DIN: 09615815)</b>
<b>Current Position</b>	Non-executive Director (Liable to retire by rotation)	Non-Executive Non-Independent Director
<b>Age:</b>	30 Years	32 Years
<b>Qualification &amp; Experience:</b>	He has completed his Bachelors of Technology in Information Technology in the year 2014 from ITM University and further completed Master of Business Administration in the year 2016 from The ICFAI Foundation for Higher Education. He was associated with ICICI bank as a Marketing and Research Analysis. He is currently in his family business of Stainless Steel and also engaged in Import of Dry Fruits & Nuts like Almonds, Walnuts, etc. He has an overall experience of over 10 years.	He is working as an Engineer in a Multi National Company and has done M-Tech.
<b>Expertise in Specific functional areas</b>	He uses his Marketing & Research skill to guide the working of the company	He gives guidance on technical matters of the company
<b>Date of first Appointment:</b>	December 29, 2020	May 24, 2022
<b>Terms and Conditions of Appointment:</b>	As per item No. 2 of the Notice convening this meeting	As per item No. 3 of the Notice convening this meeting read with explanatory statement thereto re-appointment
<b>Number of Board Meetings attended during the year:</b>	Attended all the Thirteen Meetings held till date in F.Y 2021-22	NA
<b>Shareholding in the Company:</b>	NIL	NIL
<b>Relationship with Other Directors:</b>	-	-
<b>Other Directorships:</b>	1) JPJ Offshores Private Limited	-
<b>Memberships / Chairmanship of Committees:</b>	Chairman of Stakeholders Relationship Committee & Member of Nomination and Remuneration Committee of the Company.	-

## **BOARD'S REPORT**

To  
The Members,

Your Directors take pleasure in presenting their Eleventh Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2022 (period under review).

### **1. FINANCIAL PERFORMANCE OF THE COMPANY:**

The summary of the financial performance for the financial year ended March 31, 2022 and the previous financial year ended March 31, 2021 is given below:

(Rs. in lakhs)		
Particulars	31-Mar-22	31-Mar-21
<b>Total Income</b>	421.28	305.92
Less: Expenditure	411.57	300.08
<b>Profit before Depreciation</b>	<b>9.71</b>	<b>5.84</b>
Less: Depreciation	3.12	1.58
<b>Profit before Tax</b>	<b>6.59</b>	<b>4.26</b>
Provision for Taxation	1.88	1.24
<b>Profit after Tax</b>	<b>4.70</b>	<b>3.02</b>
<b>Other Comprehensive Income</b>	-	-
<b>Total Comprehensive Income</b>	<b>4.70</b>	<b>3.02</b>
<b>Earnings Per Share (FV of Rs.10/- per share)</b>		
<b>(1) Basic</b>	<b>0.78</b>	<b>0.50</b>
<b>(2) Diluted</b>	<b>0.78</b>	<b>0.50</b>

### **2. REVIEW OF OPERATIONS**

The Total Income of the Company stood at Rs.421.28lakhs for the year ended March 31, 2022as against Rs.305.92lakhs in the previous year. The Company made a net profit (after tax) of Rs.4.70 lakhs for the year ended March 31, 2022as compared to the Rs. 3.02lakhs in the previous year.

### **3. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:**

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, a Cash Flow Statement forms part of Annual Report.

### **4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

The Board has decided not to transfer any amount to the Reserves for the year under review.

### **5. DIVIDEND:**

The dividend policy for the year under review has been formulated taking into consideration of growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2022.

### **6. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND**

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2021-22, there was no amount due for transfer to IEPF

### **7. SHARE CAPITAL**

The authorized share capital of the company is Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/-

The Paid up capital of the Company is Rs. 2,10,00,000/- divided into 21,00,000 Equity shares of Rs. 10/-

Company has appointed M/s Bigshare Services Private Limited as the Registrar and Transfer Agent of the Company.

## **8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The details pertaining to overview of the industry, important changes in the industry, external environment and outlook along with other information as required are given in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## **9. CHANGE IN NATURE OF BUSINESS, IF ANY**

There has been no change in nature of business of the Company during the FY under review.

## **10. DISCLOSURES BY DIRECTORS**

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

## **11. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY**

The Company does not have any Subsidiary, Joint venture or an Associate Company.

## **12. MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the FY and the date of this Report.

## **13. EXTRACT OF ANNUAL RETURN:**

The Annual Return of the Company as on 31st March, 2022 is available on the website of the Company at [www.fabinolife.com](http://www.fabinolife.com)

## **14. CHANGE IN SHARE CAPITAL:**

During the year under review, the company has successfully launched its IPO (Initial Public Offering).

The Public Issue consisted of 9,00,000 (Nine Lakhs only) Equity shares of Rs. 10/- each at issue price of Rs. 36/- per Equity share, including a premium of Rs. 26/- per equity share aggregating to Rs. 324.00 Lakhs. The issue got over subscribed and the shares of your company got listed on SME platform of BSE Limited- BSE SME on January 13, 2022.

Subsequent to completion of the IPO, the paid-up share capital of the company increased from Rs. 1,20,00,000 to Rs. 2,10,00,000/- (Rupees Two crore ten lakh only).

### **Utilization of IPO Proceeds:**

During the period Company has issued and allotted 9,00,000 equity shares of Rs. 10 Each at price of Rs. 36 per Share through Initial Public Offer Aggregating to Rs. 324.00 Lakhs. The Net issue proceedings excluding expenses is 280.34 Lakhs. The details of utilization of the net IPO proceeds are mentioned below:

Sr. No.	Particulars	As per Prospectus	Actual Utilization (As on March 31, 2022)
1.	Repayment of Loans	25.00	25.00

2.	Funding Working capital Requirement	204.90	204.90
3.	To fund expenditure for General Corporate Purposes	50.44	50.44
<b>Total</b>		<b>280.34</b>	<b>280.34</b>

# **15. FAMILIARISATION PROGRAMME FOR DIRECTORS**

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

During the year under review, no new Independent Directors were inducted to the Board.

# **16. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

## **i. Change in Directors**

Name of the Director	Date of Change	Reason for Change
Mr. Sumit Malik	May 24, 2022	Appointed as Additional Non-Executive Non- Independent Director
Aditya Mahavir Jain	December 06, 2021	Re-designated as Non-Executive Director
Atul Kumar Jain	November 10, 2021	Re-designated as Chairperson and Managing Director
Kuldeep Solanki	November 10, 2021	Re-Appointed as Non-Executive Independent Director
Aditya Mahavir Jain	October 27, 2021	Regularised as Whole time Director
Gagan Gupta	October 27, 2021	Regularised as Non-Executive Independent Director
Tesu Alakh	October 27, 2021	Regularised as Non-Executive Independent Director
Aditya Mahavir Jain	October 18, 2021	Appointed as Additional Executive Director
Gagan Gupta	October 18, 2021	Appointed as Additional Non-Executive Independent Director
Tesu Alakh	October 18, 2021	Appointed as Additional Non-Executive Independent Director
Kuldeep Solanki	October17, 2021	Cessation Non-Executive Independent Director

## **ii. Change in Key Managerial Personnel**

Name	Designation	Date of Appointment / Change in Designation	Reason
Aslam Mohammad	Company Secretary & Compliance Officer	August 11, 2022	Appointment
Jeel Poshia	Company Secretary & Compliance Officer	August 04, 2022	Resignation
Jeel Poshia	Company Secretary and Compliance Officer	November 19, 2021	Appointment
Pankaj Jain	Chief Financial Officer	November 19, 2021	Appointment

### iii. Committees of Board of Directors

Sr. No.	Date	Committee	Director Name
1.	November 13, 2021	Audit Committee	Mrs. Tesu Alakh (Chairman)
			Mr. Gagan Gupta (Member)
			Mr. Atul Kumar Jain (Member)
2.	November 13, 2021	Nomination and Remuneration Committee	Mrs. Tesu Alakh (Chairman)
			Mr. Gagan Gupta (Member)
			Mr. Arihant Jain (Member)
3.	November 13, 2021	Stakeholder Relationship Committee	Mr. Arihant Jain (Chairman)
			Mr. Gagan Gupta (Member)
			Mr. Atul Kumar Jain (Member)

### iv. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Arihant Jain, Non-Executive Director of the Company, retires by rotation and offers himself for re- appointment.

The brief resume of Mr. Arihant Jain, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, his shareholding etc. are furnished in the Annexure - A to the notice of the ensuing AGM.

### v. Independent Directors

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on 24<sup>th</sup> March, 2022, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### 17. BOARD MEETINGS:

The Company held thirteen meetings of its Board of Directors during the year on 25 July 2021, 14 September 2021, 18 October 2021, 22 October 2021, 10 November 2021, 13 November 2021, 19 November 2021, 26 November 2021, 08 December 2021, 24 December 2021, 27 December 2021, 10 January 2022 and 08 February 2022

### 18. COMMITTEES OF THE BOARD:

#### (a) Audit Committee:

Our Board has constituted the Audit Committee vide Board Resolution dated November 13, 2021 in accordance with the Section 177 of the Companies Act, 2013. The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee	Attendance at the Audit Committee Meeting held on	
			19.11.2021	24.12.2021
Tesu Alakh	Non - Executive Independent Director	Chairman	Yes	Yes
Gagan Gupta	Non - Executive Independent Director	Member	Yes	Yes

Atul Kumar Jain	Chairman and Managing Director	Member	Yes	Yes
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The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

#### **Financial Reporting and Related Processes:**

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Indian Accounting Standard (IND-AS).
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

#### **(b) Nomination and Remuneration Committee:**

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution November 13, 2021 in accordance with section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee	Attendance at the Nomination and Remuneration Committee Meeting held on 19.11.2021
Tesu Alakh	Non – Executive Independent Director	Chairman	Yes
Gagan Gupta	Non – Executive Independent Director	Member	Yes
Arihant Jain	Non – Executive Director	Member	Yes

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The Company has formulated a Remuneration Policy which is annexed to the Board's Report in "Annexure I".

#### **(c) Stakeholders Relationship Committee:**

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution November 13, 2021 and re-constituted on December 08, 2021 in accordance with Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee	Attendance at the Stakeholders Relationship Committee Meeting held on 19.11.2021
Arihant Jain	Non-Executive Director	Chairman	Yes
Atul Kumar Jain	Chairman and Managing Director	Member	Yes
Gagan Gupta	Non - Executive Independent Director	Member	Yes

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as on March 31, 2022.

Mr. Aslam Mohammad, Company Secretary of the Company is the Compliance Officer.

## 19. BOARD'S PERFORMANCE EVALUATION:

The Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

## 20. CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

## 21. AUDITORS:

### i. Statutory Auditors:

Subject to the amendment stated in The Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 8<sup>th</sup> May 2018 deleting the provision of annual ratification of the appointment of auditor, the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with and no resolution has been proposed for the same.

**ii. Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed JNG & CO., a firm of Company Secretaries in Practice (CP No. 8108), to undertake the Secretarial Audit of the Company for the F.Y. 2021-22. The Secretarial Audit Report for F.Y. 2021-22 is annexed herewith as “Annexure II”.

**iii. Cost Auditor:**

The company does not fall within the provisions of Section 148 of Company’s Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore such records are duly maintained.

**iv. Internal Auditor:**

The Board appointed M/s. B B Gusani and Associates, Chartered Accountant, as the Internal Auditor of the Company for the FY 2021-2022.

**22. AUDITOR’S REPORT:**

The Auditor’s Report and Secretarial Auditor’s Report does not contain any qualification, reservations or adverse remarks. Report of the Secretarial Auditor is given as an Annexure which forms part of this report.

**23. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.fabinolife.com](http://www.fabinolife.com).

**24. INTERNAL AUDIT & CONTROLS:**

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s. B B Gusani And Associates, Chartered Accountants, as an Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried out on half yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company’s internal financial controls were adequate and effective during the financial year 2021-22.

**25. RISK ASSESSMENT AND MANAGEMENT:**

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

**26. LISTING WITH STOCK EXCHANGES:**

Fabino Life Sciences Limited is listed on the SME Platform of the BSE Limited. It has paid the Annual Listing Fees for the year 2022-23 to BSE Limited.

**27. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company is fully compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

**28. \*PARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

- a) The median remuneration of employees of the Company during the financial year was Rs. 1,44,000
- b) Percentage increase/(decrease) in the median remuneration of employees in the financial year 2020-21: - 60%
- c) Number of permanent employees on the rolls of the Company as on March 31, 2022: 10 (Ten)
- d) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- e) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.

There was no employee in the Company who drew remuneration of Rs. 1,00,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

**29. POLICIES AND DISCLOSURE REQUIREMENTS:**

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website [www.fabinolife.com](http://www.fabinolife.com)

**30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:****i. Conservation of Energy**

- a) **The steps taken or impact on conservation of energy** – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- b) **The steps taken by the Company for utilizing alternate source of energy** – Company shall consider on adoption of alternate source of energy as and when necessities.
- c) **The Capital Investment on energy conservation equipment** – No Capital Investment yet.

**ii. Technology absorption**

- a) **The efforts made towards technology absorption.** – Minimum technology required for Business is absorbed.
- b) **The benefits derived like product improvement, cost reduction, product development or import substitution** – Not Applicable.
- c) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)** – Not Applicable.
  - a. the details of technology imported;
  - b. the year of import;
  - c. whether the technology been fully absorbed;
  - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

**iii. The expenditure incurred on Research and Development – Not Applicable.****31. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:**

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements.

**32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for approval. The details of the related party transactions as required under Indian Accounting Standard (IND AS) – 24 are set out in Note to the financial statements forming part of this Annual Report.

**33. DEPOSITS:**

Your Company did not accept / hold any deposits from public / shareholders during the year under review.

**34. PREVENTION OF INSIDER TRADING:**

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised "Code of Conduct for Prevention of Insider Trading" ("the Insider Trading Code"). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company's website [www.fabinolife.com](http://www.fabinolife.com)

**35. RELATED PARTY TRANSACTIONS**

All transactions entered into with related parties as defined under the Act during the FY were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the FY which were in conflict with the interest of the Company

**36. SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**37. FRAUD REPORTING**

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

**38. OBLIGATION OF COMPANY 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 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redresses the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy. Policy is available on website of company at [www.fabinolife.com](http://www.fabinolife.com)

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

**39. HUMAN RESOURCES:**

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution.

**40. CORPORATE GOVERNANCE:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

**41. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- ii. They have 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 profit of the Company for that period.
- iii. They have taken proper and sufficient care for the 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 fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-22.

**42. CAUTIONARY STATEMENTS:**

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

**43. ACKNOWLEDGEMENTS:**

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

**Registered Office:**  
105, Plot No 12, Barodia Tower,

On Behalf of The Board Of Directors  
**FOR FABINO LIFE SCIENCES LTD**



**11<sup>th</sup> Annual Report / 2021-22**

1st Floor, D Block, Central Market,  
Prashant Vihar, New Delhi - 110085  
**Tel :** 9883900021  
**CIN:** U24100DL2011PLC226781  
**Website:** [www.fabinolife.com](http://www.fabinolife.com)  
**Email:** [info@fabinolife.com](mailto:info@fabinolife.com)

Sd/-  
Atul Kumar Jain  
(Managing Director)  
**DIN: 00004339**  
New-Delhi, Tuesday, August 30, 2022

**Annexure to Board's Report (Contd).****Remuneration Policy**

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

**Objectives:**

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

**Criteria for Appointment:**

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made there under or any other enactment for the time being in force

**Criteria for Remuneration:**

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non executive directors on a pro-rata basis, within limits approved by shareholders.

## Annexures to Board's Report (Contd).

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 2022**

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

To,  
The Members,  
**FABINO LIFE SCIENCES LIMITED**  
105, 1st Floor, Barodia Tower,  
Plot No 12, D Block Central Market  
Prashant Vihar New Delhi 110085

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fabino Life Sciences Limited (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure I for the financial year ended on **March 31, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the Company during the Audit Period)**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to**

**the Company during the Audit Period)**

- (vi) Other laws as applicable specifically to the company as informed by the management that Securities and Exchange Board Of India (Merchant Bankers) Regulations, 1992

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
(ii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Executive Officer taken on record by the Board of Directors / resolution professional of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company.

I further report that

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

Adequate notice is given to all KMPs / directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the board of directors or committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

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

I further report that during the audit period there were no specific events / actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place: Mumbai**

**Date: 26<sup>th</sup> August, 2022**

**UDIN: F007569D000856032**

**For JNG & Co.,**

**Sd/-**

**Jigarkumar Gandhi**

**FCS: 7569**

**C.P. No. 8108**

**Peer Review No. 1972/2022**

Note: This report is to be read with my letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

**ANNEXURE - I**

## List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and various committees comprising of Audit Committee, Nomination & Remuneration Committee etc. held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations received from directors under the prohibition of Insider Trading and SEBI Takeover Code.
9. Various policies framed by the company from time to time as required under the statutes applicable to the company.
10. Processes and procedure followed for Compliance Management System for applicable laws to the Company.
11. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment.
12. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI LODR Regulations.

**ANNEXURE - II**

To,  
The Members,  
**FABINO LIFE SCIENCES LIMITED**

105, 1st Floor, Barodia Tower,  
Plot No 12, D Block Central Market  
Prashant Vihar New Delhi 110085

Sub: Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2022

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

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

**For JNG & Co.,**

**Place: Mumbai**  
**Date: 26<sup>th</sup> August, 2022**

**UDIN : F007569D000856032**

**Sd/-**  
**Jigarkumar Gandhi**  
**FCS: 7569**  
**C.P. No. 8108**  
**Peer Review No. 1972/2022**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of,  
**Fabino Life Sciences Limited**  
105, 1st Floor, Barodia Tower, Plot No 12,  
D Block Central Market,  
Prashant Vihar New Delhi -110085

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Fabino Life Sciences Limited** having CIN: U24100DL2011PLC226781 hereinafter referred to as the "Company" produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	Atul Kumar Jain	<u>00004339</u>	27/10/2011
2.	Gagan Gupta	<u>05150380</u>	18/10/2021
3.	<sup>1</sup> Kuldeep Singh Solanki	<u>07109951</u>	10/11/2021
4.	Tesu Alakh	<u>07300250</u>	18/10/2021
5.	Arihant Jain	<u>08280553</u>	29/12/2020
6.	Aditya Mahavir Jain	<u>09353344</u>	18/10/2021

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
Name of Practicing CS: Jigarkumar Gandhi,  
Proprietor  
JNG & Co.,  
Company Secretaries

Place: Mumbai  
Date: 26<sup>th</sup> August, 2022  
Peer Review No. 1972/2022

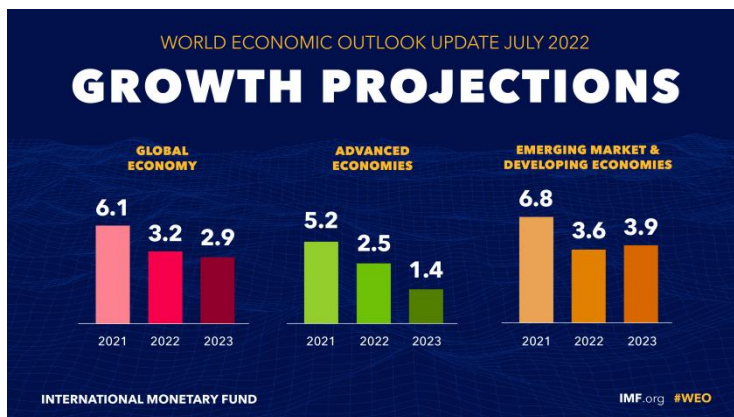
FCS No: F7569  
C P No: 8108  
UDIN: F007569D000856111

<sup>1</sup>Kuldeep Singh Solanki resigned as Non-Executive Independent Director as on 17<sup>th</sup> October, 2021 and re-appointed as Non-Executive Independent Director as on 10<sup>th</sup> November, 2021.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. GLOBAL ECONOMY REVIEW:

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022 as risks began to materialize. Global output contracted in the second quarter of this year, owing to downturns in China and Russia, while US consumer spending undershot expectations. Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID-19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine.



The baseline forecast is for growth to slow from 6.1 percent last year to 3.2 percent in 2022, 0.4 percentage point lower than in the April 2022 World Economic Outlook. Lower growth earlier this year, reduced household purchasing power, and tighter monetary policy drove a downward revision of 1.4 percentage points in the United States. In China, further lockdowns and the deepening real estate crisis have led growth to be revised down by 1.1 percentage points, with major global spillovers. And in Europe, significant downgrades reflect spillovers from the war in Ukraine and tighter monetary policy. Global

inflation has been revised up due to food and energy prices as well as lingering supply-demand imbalances, and is anticipated to reach 6.6 percent in advanced economies and 9.5 percent in emerging market and developing economies this year—upward revisions of 0.9 and 0.8 percentage point, respectively. In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent.

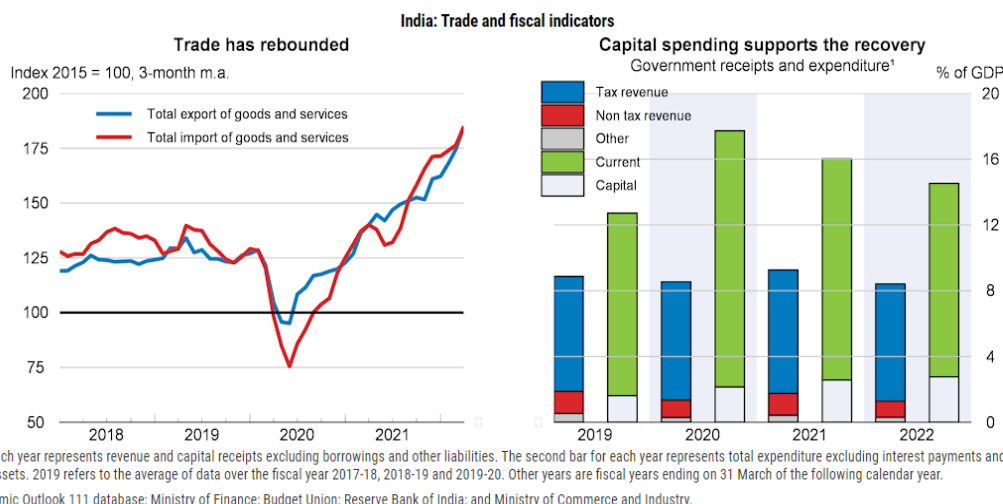
The risks to the outlook are overwhelmingly tilted to the downside. The war in Ukraine could lead to a sudden stop of European gas imports from Russia; inflation could be harder to bring down than anticipated either if labor markets are tighter than expected or inflation expectations unanchored; tighter global financial conditions could induce debt distress in emerging market and developing economies; renewed COVID-19 outbreaks and lockdowns as well as a further escalation of the property sector crisis might further suppress Chinese growth; and geopolitical fragmentation could impede global trade and cooperation. A plausible alternative scenario in which risks materialize, inflation rises further, and global growth declines to about 2.6 percent and 2.0 percent in 2022 and 2023, respectively, would put growth in the bottom 10 percent of outcomes since 1970.

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers. Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance; such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macro prudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition.

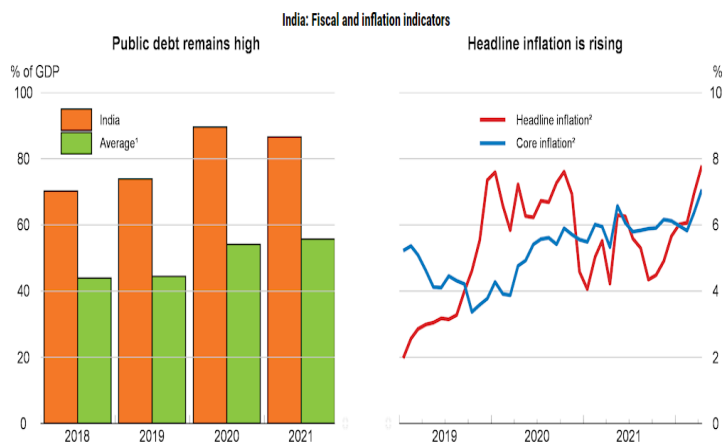
### 2. INDIA'S ECONOMIC REVIEW:

After recording the strongest GDP rebound in the G20 in 2021, the Indian economy is progressively losing momentum as inflationary expectations remain elevated due to rising global energy and food prices, monetary policy normalizes and global conditions deteriorate. Real GDP is projected to grow by 6.9% in fiscal year (FY) 2022-23 and 6.2% in FY 2023-24, despite a pick-up of corporate investment facilitated by the Production-Linked Incentive (PLI)

Scheme. While inflation will gradually decline, the current account deficit will widen due to the surge in energy import costs.



The Reserve Bank of India (RBI) began monetary policy tightening in May, intending to anchor inflation expectations and limit second-round effects. Given the financial and social costs of high inflation, the RBI should gradually move towards a more neutral monetary stance. The government should counter signs of a rapid deterioration in living standards with income support for vulnerable households. Risks include the appearance of a new COVID variant, failure to tame inflation, a reversal of capital flows to emerging markets, and a significant widening of the current account deficit.



1. The unweighted average of general government debt ratio for similarly-rated countries (Bulgaria, Costa Rica, Indonesia, Hungary, Kazakhstan, Mexico, Malaysia, Peru, the Philippines, Romania, Thailand and Uruguay).

2. Headline inflation refers to the change in price of all goods in the basket. Seasonally adjusted and based on the monthly consumer price index and core CPI (index 2012 = 100) provided by the Central Statistics Office.

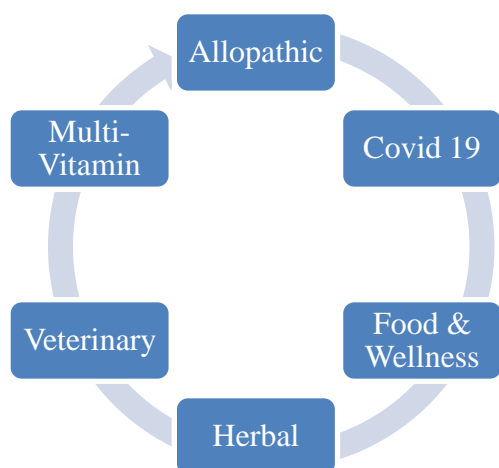
Source: IMF World Economic Outlook; and CEIC.

consumption growth has slowed, with sales of two-wheelers falling to a 10-year minimum, subdued private sector credit growth, and contracting employment, although companies report difficulties in filling vacancies. Consumer price inflation for energy-related items and edible oils started trending up even before the Ukraine war and has accelerated afterwards. Inflation has also risen and become wide-ranging: almost 75% of the CPI sub-components exceed the 4% inflation target. Despite uncertainty, reflected in the higher yield on 10-year government bonds, equity markets have been boosted by the initial public offer (IPO) of state-owned Life Insurance Corp., India's largest ever IPO. Meanwhile, the import coverage of foreign exchange reserves, which exceeded 18 months in March 2021, declined to 12 months in March 2022.

### 3. OVERVIEW OF COMPANY



We are a growing pharmaceutical and other wellness focused consumer Products Company operating from Delhi and Haryana. Our company emphasizes developing high-quality and affordable products for all sections of society by harnessing the skills of our competent manpower and other resources. We aim at providing the best quality products at affordable rates for good health and well-being for all.

Fabino Life sciences Ltd is engaged in manufacturing, marketing, trading and Packing of pharmaceutical and other wellness focused consumer products, Our core business is marketing of Pharmaceutical formulation & products in Domestic market through own distribution network and Sales force under own brand name, Getting our Ayurvedic formulations manufactured through Loan Licensing facilities, Packing, Labeling etc. We export wellness and FMCG products like Coffee, Malt powder, Protein powder, Hair shampoo which are marketed by our company.



Our Ayurvedic/Herbal business operations are supported by loan licensing facilities which are approved by relevant authorities. We typically enter into Loan License Agreement for periods ranging from one to five years. We have been awarded a G.M.P Certification for following Good Manufacturing Practices of Ayurveda/Siddha/Unnani drugs under “Schedule T” of Drugs & Cosmetics Rules, 1945 in respect of various categories of Tablets, capsule, Oils, Syrups and Powder. We value our customers and aim to exceed the expectations of our customers by offering diverse products and fulfilling valuable commitments. We currently have over 70 launched and active products in multiple categories available in markets as entailed below:

Our product range is bifurcated into brands as under:

	
<b>Fabino</b> is the Brand under which we market all of our pharmaceutical products including Tablets, Ointments Syrups etc for various medical treatments in our allopathic and certain herbal range.	<b>Keepshine</b> is the Brand under which we market our Shampoo and Hair Maintenance products.

#### 4. INDUSTRY STRUCTURE AND DEVELOPMENTS

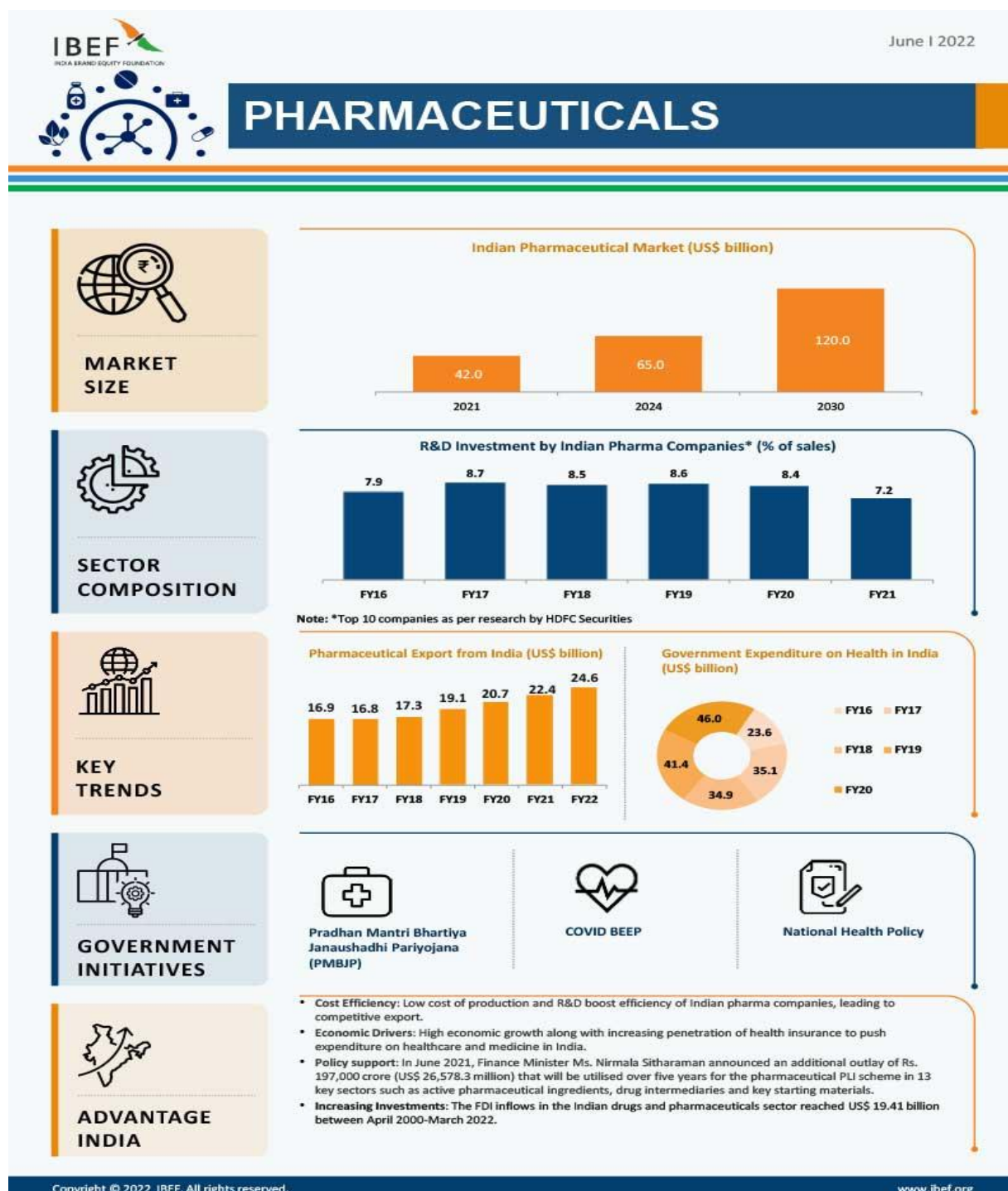
##### Overview of Global Industry:

The global pharmaceutical manufacturing market size was valued at USD 405.52 billion in 2020 and is expected to grow at a compound annual growth rate (CAGR) of 11.34% from 2021 to 2028. The pharmaceutical landscape has undergone a massive transformation with the emergence of new technologies, cost-effective, and more efficient manufacturing approaches. In addition, increasing investment flow in this space has impacted the market growth positively. Manufacturing floor downtime and the production of product waste are reduced by the implementation of robotic technology and Artificial Intelligence (AI). In addition, single-use disposable solutions have gained momentum in this industry and have replaced conventional open transfer manufacturing techniques. Furthermore, the paradigm shift towards integrated, smart, and data-rich paperless operations has resulted in error-free and precise production. Such ongoing developments have propelled drug manufacturing. Precision medicine comes from the idea of treating each patient as a unique individual. Advancements in omic and data analysis are providing new insights into how the human body responds to drugs. This knowledge, along with advanced manufacturing methods such as additive manufacturing, is making personalized medicine a reality. Drug exposure models determine the pharmacokinetic and pharmacodynamic properties of drugs for arriving at the right dosage for drugs based on age, sex, comorbidities, and other clinical parameters.

##### Overview & Developments of the Indian pharmaceutical Industry

Indian pharmaceutical sector supplies over 50% of the global demand for various vaccines, 40% of the generic demand for US and 25% of all medicines for UK. According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India’s domestic pharmaceutical market stood at US\$ 42 billion in 2021 and is likely to reach US\$ 65 billion by 2024 and further expand to reach US\$ 120-130 billion by 2030. In

terms of overall revenue, the Indian pharmaceutical market increased by 13.9% in January 2022. India is the largest producer of vaccines worldwide, accounting for ~60% of the total vaccines, as of 2021. As of August 2021, CARE Ratings expect India's pharmaceutical business to develop at an annual rate of 11% over the next two years, to reach more than US\$ 60 billion in value.



(Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>)

The Indian Pharmaceuticals sector has seen some major developments, investments and support from the government in the recent past. The Indian drugs and pharmaceuticals sector received cumulative FDIs worth US\$ 19.41 billion between the periods April 2000 - March 2022. Indian drug & pharmaceutical exports stood at US\$ 24.60 billion in FY22 and US\$ 24.44 billion in FY21.

As per the Union Budget 2022-23:

- Rs. 3,201 crore (US\$ 419.2 million) has been set aside for research and Rs. 83,000 crore (US\$ 10.86 billion) has been allocated for the Ministry of Health and Family Welfare.
- Rs. 37,000 crore (US\$ 4.83 billion) has been allocated to the 'National Health Mission'.

The Ministry of AYUSH has been allocated Rs. 3,050 crore (US\$ 399.4 million), up from Rs. 2,970 crore (US\$ 389 million).

Indian healthcare sector, one of the fastest growing sectors, is expected to cross US\$ 372 billion by 2022. India's medical devices market stood at US\$ 10.36 billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 billion.

The Contract Research and Manufacturing Services industry (CRAMS) is expected to reach US\$ 20 billion by 2024 and is expected to grow at a CAGR of 12%.

In March 2022, under the Strengthening of Pharmaceutical Industry (SPI) Scheme, a total financial outlay of Rs. 500 crore (US\$ 665.5 million) for the period FY 2021-22 to FY 2025-26 were announced.

In November 2021, PM Mr. Narendra Modi inaugurated the first Global Innovation Summit of the pharmaceuticals sector. The summit will have 12 sessions and over 40 national and international speakers deliberating on a range of subjects including regulatory environment, funding for innovation, industry-academia collaboration and innovation infrastructure.

'Pharma Vision 2020' by the Government's Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery.

To achieve self-reliance and minimize import dependency in the country's essential bulk drugs, the Department of Pharmaceuticals initiated a PLI scheme to promote domestic manufacturing by setting up greenfield plants with minimum domestic value addition in four separate 'Target Segments' with a cumulative outlay of Rs. 6,940 crore (US\$ 951.27 million) from FY21 to FY30.

In June 2021, Finance Minister Ms. Nirmala Sitharaman announced an additional outlay of Rs. 197,000 crore (US\$ 26,578.3 million) that will be utilized over the next five years for the pharmaceutical PLI scheme in 13 key sectors such as active pharmaceutical ingredients, drug intermediaries and key starting materials. India being the 3rd largest pharmaceuticals industry in the world by volume offers a positive growth trajectory in the coming years.

Over the next five years, India's medical spending is expected to increase by 9–12% placing it among the top 10 nations worldwide. The ability of companies to orient their product portfolio towards chronic therapies for diseases like cardiovascular, anti-diabetes, anti-depressants, and anti-cancers, which are on the rise, will also play a role in future domestic sales growth. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies.

## 5. OPPORTUNITIES AND THREATS

### Opportunities

The COVID-19 pandemic has transformed the industry with increasing digitization, and traction of e-pharmacy and pharmacy chains. Increased healthcare coverage and better policy support are likely to boost growth whereas adverse regulation could impact in a negative way. Factors which impact Industry and Company include:

- **E-pharmacy and Pharmacy Chains:** New-age channels are gaining increasing salience and have emerged as an additional access point for consumers along with brick-and-mortar retailers. The rapid growth of the sector further driven by COVID-19 tailwinds has led to the entry of conglomerates and e-commerce players like Reliance, TATA and Flipkart. Propelled by the impact of the pandemic and its impact on consumer behavior, the online pharmacy channel is expected to continue growing and it is estimated to reach 70 Million households by 2025.
- **Ayushman Bharat:** The central government's health insurance scheme, Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY), is expected to drive up public health insurance coverage. 107.4 Million

Underprivileged and vulnerable families – equivalent to around 500 Million people or 40% of India's population are covered under the scheme, with the provision of hospital care to an annual value of ` 5,00,000 per family. By February, 2022, more than 174 Million e-cards had been distributed to PMJAY affiliates, covering over 26 Million hospital admissions across 25,000 participating public and private hospitals. While coverage under the scheme itself is limited to hospital inpatient care, it will allow a growing number of patients to gain access to healthcare, increasing rates of diagnosis and raising disease awareness. This will further benefit private clinics and the retail pharmacy sector.

- **GST:** The Indian Government is looking at rationalizing GST rates. Currently, majority of drugs are in 12% category. If drugs are put in higher category and if it is not implemented rationally, it may impact the industry
- **OTC Drug Regulations:** The OTC sector in India has been growing at a healthy rate driven by growing access to information for patients and willingness to self medicate. The Ministry of Health (MOH) has published a draft notification which proposes to allow 16 OTC drugs used for treatment of common ailments to be sold without doctor's prescription. The MOH also plans to formulate an OTC regulation to promote responsible self-medication for treatment of common ailments, which will also enhance access to healthcare services. Any policy mandate is likely to benefit the Company given its dedicated OTC vertical.
- **Uniform Code of Pharmaceutical Marketing Practices (UCPMP):** UCPMP, while currently voluntary, could become mandatory in future. A mandatory code would require ethical marketing practices to be followed by all companies. Given that the Company has robust compliance processes in place, it would be well positioned under a strict enforcement of UCPMP.
- **NMC Regulations:** The National Medical Council has published draft Registered Medical Practitioner (Professional Conduct) Regulations, 2022, which has proposed several restrictions on RMP's engagements with the pharmaceutical industry and proposed changes in prescription guidelines. The draft once notified will replace the existing MCI regulations.
- **Digital Engagement:** Field force activity witnessed major disruption during the pandemic prompting companies to utilize digital means for engagement with Healthcare Professionals (HCPs). The trend is expected to continue with HCPs looking for high quality, scientific promotional material that is available at their convenience.

#### **Threats**

- Uncertainty in the global markets, owing to the increased strain in the advanced economies and emerging economies due to the COVID-19 & Ukraine War impact can result in volatile capital inflows and currency fluctuations. Increased restrictions on migration and global trade could hurt productivity and incomes and take an immediate toll on market sentiment.
- Technological disruptions- With rapid changes in technology and innovations, companies need to increase its attention towards innovation objectives alongside business growth objectives. With increasing performance expectations related to quality, timings and cost, technological upkeep is very important to keep in line with competitors, especially new competitors that are "born digital" and with a low-cost base for their operations. The risk of disruptive innovations enabled by new and emerging technologies is always present.
- Any stringent regulatory changes or unfavorable policy changes can pose a threat to the Company in the short run.
- Short term economic slowdown impacting investor sentiments and business activities
- Use of generic drugs which affects the domestic industry on a large scale which in turn reduces the quality of its effectiveness.
- Patent Cliff

## **5. ECONOMIC OUTLOOK**

The risks to the outlook are overwhelmingly tilted to the downside. The war in Ukraine could lead to a sudden stop of European gas imports from Russia; inflation could be harder to bring down than anticipated either if labor markets

are tighter than expected or inflation expectations unanchored; tighter global financial conditions could induce debt distress in emerging market and developing economies; renewed COVID-19 outbreaks and lockdowns as well as a further escalation of the property sector crisis might further suppress Chinese growth; and geopolitical fragmentation could impede global trade and cooperation. A plausible alternative scenario in which risks materialize, inflation rises further, and global growth declines to about 2.6 percent and 2.0 percent in 2022 and 2023, respectively, would put growth in the bottom 10 percent of outcomes since 1970.

## Latest World Economic Outlook Growth Projections

(real GDP, annual percent change)	PROJECTIONS		
	2021	2022	2023
<b>World Output</b>	<b>6.1</b>	<b>3.2</b>	<b>2.9</b>
<b>Advanced Economies</b>	<b>5.2</b>	<b>2.5</b>	<b>1.4</b>
United States	5.7	2.3	1.0
Euro Area	5.4	2.6	1.2
Germany	2.9	1.2	0.8
France	6.8	2.3	1.0
Italy	6.6	3.0	0.7
Spain	5.1	4.0	2.0
Japan	1.7	1.7	1.7
United Kingdom	7.4	3.2	0.5
Canada	4.5	3.4	1.8
Other Advanced Economies	5.1	2.9	2.7
<b>Emerging Market and Developing Economies</b>	<b>6.8</b>	<b>3.6</b>	<b>3.9</b>
Emerging and Developing Asia	7.3	4.6	5.0
China	8.1	3.3	4.6
India	8.7	7.4	6.1
ASEAN-5	3.4	5.3	5.1
Emerging and Developing Europe	6.7	-1.4	0.9
Russia	4.7	-6.0	-3.5
Latin America and the Caribbean	6.9	3.0	2.0
Brazil	4.6	1.7	1.1
Mexico	4.8	2.4	1.2
Middle East and Central Asia	5.8	4.8	3.5
Saudi Arabia	3.2	7.6	3.7
Sub-Saharan Africa	4.6	3.8	4.0
Nigeria	3.6	3.4	3.2
South Africa	4.9	2.3	1.4
<b>Memorandum</b>			
Emerging Market and Middle-Income Economies	7.0	3.5	3.8
Low-Income Developing Countries	4.5	5.0	5.2

Source: IMF, World Economic Outlook Update, July 2022

Note: For India, data and forecasts are presented on a fiscal year basis, with FY 2021/2022 starting in April 2021. For the July 2022 WEO Update, India's growth projections are 7.4 percent in 2022 and 5.3 percent in 2023 based on calendar year.

INTERNATIONAL MONETARY FUND

IMF.org

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers. Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance; such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macro prudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition.

## 6. RISKS AND CONCERN

Fabino Life Sciences Limited is exposed to specific risks that are particular to its businesses and the environment within which it operates, including credit risk, operational risk, competition risk, regulatory risk, human resource risk, execution risk, information security risks and macro-economic risks.

Our risk management practices have been designed and implemented taking into consideration the varying needs of our organization, operating structure, business operations and regulatory requirements. We have facilities for approach to risk management and the roles and responsibilities of all stakeholders. The Audit Committee is responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies, and ensuring the effectiveness of risk management policies and procedures. The Management is also responsible for ensuring that the risk management framework is effectively implemented within all areas of their respective functions.

Our business depends on consumer confidence in the overall economy, economic growth rates, household saving rates and consumer attitudes towards financial savings, in particular, within India. Any adverse market rate fluctuations and/or adverse economic conditions could affect our business in many ways, causing a decline in our revenue

Risk is an integral part of the business and we aim at delivering superior shareholder value by achieving an appropriate balance between risks and returns. The financial services industry is subject to continuously evolving

legislative and regulatory environment due to increasing globalization, integration of world markets, newer and more complex products & transactions and an increasingly stringent regulatory framework.

Our senior management identifies and monitors the risks on an ongoing basis and evolves processes/systems to monitor and control the same to contain the risks to minimum levels. Periodic monitoring by our officials helps in identifying risks in early stage. If required, a risk event update report is periodically placed before the Board of Directors of the Company.

If our investment strategies perform poorly, our existing customers may reduce or withdraw their investments. Underperformance to benchmark could lead to a shift to low cost passive funds. We are exposed to credit risks, liquidity risks and market risks such as interest rate risks and price risks. We are also exposed to operational risks and legal risks. The effectiveness of our risk management is limited by the quality and availability of data. Our schemes and other investment products carry their own risks.

We depend on the skills and expertise of our employees and our success depends on our ability to retain key members of our teams. If we are not able to retain existing employees or attract new talent, it could affect our operations resulting in decline in performance of our business.

Regulatory framework, focused on maintaining controls on domestic businesses but even inadvertently creating more favorable regulatory environment for global entities operating in India is a matter of concern. We actively participate in dialogue in industry bodies and with regulators to point these out and to recommend appropriate changes. While we ensure that we are in compliance with all applicable laws, however any failure in detecting errors in our statutory records or errors or omissions in our business operations could expose us to potential losses and regulatory fines amongst others.

## **7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control mechanism commensurate with its size and nature of business. These systems provide a reasonable assurance on achievement of its operational, compliance and reporting objectives, including safeguarding the Company's assets, prevention and detection of frauds, accuracy and completeness of accounting records and ensuring compliance with corporate policies. This mechanism is sound in design and the framework is continuously evaluated for effectiveness and adequacy. The mechanism operates through well-documented standard operating procedures, policies and process guidelines and segregation of duties. Periodic analysis and reviews are conducted by the senior management to assess its efficiency. Also, the same is discussed with auditors on a regular basis. Change in control structure is carried out to meet business needs along with control effectiveness. The Internal audit plan is finalized based on current perception of internal control risk and compliance requirement in consultation with the operating divisions. The Internal Auditors, as a part of their audits, review the design of key processes to assess the adequacy of controls and also propose remedial measures, wherever required. The Internal Audit Reports issued by the Internal Auditors are discussed with the Senior Management and presented to the Audit Committee on a quarterly basis. An independent and empowered Audit Committee reviews the significant observations and assesses the adequacy of the actions proposed while monitoring their implementation. The Internal Auditors conduct a quarterly follow up for implementation/ remediation of all audit recommendations and the status report is presented to the Audit Committee on a regular basis. The Company has implemented both preventive and detection controls. Appropriate corrective actions taken to reduce the risks include the following:

- The Fabino Code of Business Conduct requires annual certification by all employees;
- The Compliance Committee is formed with representatives from all the operating groups;
- Senior Management has oversight of the compliance programs;
- The Business Compliance Cell is assigned the responsibility of training, monitoring and ensuring employees' compliance with the Company's policies and procedures
- Internal Investigation reports are presented before the Audit Committee on a quarterly basis;
- Business divisions have periodic meetings with the Director - Office of Ethics and Compliance, to monitor and discuss compliance with various business processes. The Management has assessed the adequacy and effectiveness of internal controls over financial reporting for the year ended March 31, 2022 and basis the

assessment, believes that the processes are working efficiently and effectively. The Statutory Auditors have issued unmodified audit report on the adequacy of the internal controls over financial reporting and its operating effectiveness.

The Audit Committee of the Board of Directors reviews the existing audit procedures and internal systems of control on an ongoing basis keeping in mind the organization's requirements, growth prospects and ever evolving business environment. They also review the internal audit findings and recommendations and ensure that corrective measures are implemented. The Audit Committee is responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies, and ensuring the effectiveness of risk management policies and procedures. The Management is also responsible for ensuring that the risk management framework is effectively implemented within all areas of their respective functions.

Our Company has received consent from the Statutory Auditor namely, D G M S & Co. Chartered Accountants about the adequacy of the internal control mechanism as mandated the listing obligation and disclosure requirements and other regulatory prescription for the time being in force.

## **8. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

### **Operation of the company:**

Our teams are engaged in manufacturing, marketing, trading and Packing of pharmaceutical and other wellness focused consumer products, Our core business is marketing of Pharmaceutical formulation & products in Domestic market through own distribution network and Sales force under own brand name, Getting our Ayurvedic formulations manufactured through Loan Licensing facilities, Packing, Labeling etc. We export wellness and FMCG products like Coffee, Malt powder, Protein powder, Hair shampoo which are marketed by our company

We aim at tapping strong distribution network in medical or pharmaceutical field in the future. Further, Our Promoter has obtained registrations and patents for various products. Some of these products are manufactured by us in house at our processing centre in Sonipat Haryana, some of our products are manufactured at our contract manufacturing facility in Haryana and other product range is manufactured by third party manufacturers on made to order basis as per our instructions.

### **Review Of Financial Performance**

The Total Income of the Company stood at Rs. 421.28 lakhs for the year ended March 31, 2022 as against Rs. 305.92 lakhs in the previous year. The Company made a net profit (after tax) of Rs. 4.70 lakhs for the year ended March 31, 2022 as compared to the Rs. 3.02 lakhs in the previous year.

## **9. HUMAN RESOURCES**

Fabino Life Sciences Limited is part of a dynamic and progressive group that actively fosters a challenging work environment and encourages Entrepreneurship. With trust being the critical part of our business belief, we lay a strong emphasis on integrity, teamwork, innovation, performance and partnership. Our professional staff with diverse backgrounds brings varied talent, knowledge and experience to the Group, helping our businesses to remain competitive, achieve greater success and newer milestones.

Our management team and board of directors are resolved to do what, we believe, is best for our shareholders, clients and associates. We are the team of 10 people.

At Fabino Life Sciences Limited we understand that internal selection and succession is very critical for the long-term sustenance of the business as it ensures business continuity, preserves corporate culture, enhances knowledge capital and fuels the ambitions of the Company's talent force leading to better retention. We ensure that our internal talent is groomed for the next level. In order to create value for our stakeholders we continue to invest in technology and adopt fair HR practices to empower our people creating a supportive environment. We continue to uphold high standards of governance with respect to all statutory compliance and regulatory requirements.

## 10. OUTLOOK OF THE COMPANY

We believe we are well-poised to capitalise on the healthy prospects of the industry and further solidify our position in the market. Our strong brand equity, disciplined investment philosophy and robust process, customer-centric approach, expansive reach, and healthy financials should facilitate our future growth.

### **Our strategic priorities include:**

➤ ***Increase in Order-taking Appetite by augmenting our working capital base***

Our business operations are working capital intensive. In order to effectively expand our products portfolio, Business arenas and also increase in the number of verticals and explore various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital.

➤ ***Geographical Diversification***

We cater to both, the domestic as well as international markets. We aim to further develop our domestic sales networks in two ways: firstly nurturing existing relationships with clients and secondly by creating new distribution channels in non-penetrated geographies considering various cities. We currently supply in the Haryana, Delhi, parts of Punjab, Himachal Pradesh, Eastern Uttar Pradesh, Orissa, and Jharkhand, parts of West Bengal, Andhra Pradesh and Nepal.

➤ ***Digital Marketing***

We actively use social media and e-commerce for customer engagement, service provision and interaction with our vendors.

## 11. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The company is operating in only one segment. Therefore there is no requirement of Segment-wise Reporting.

## 12. SAFE HARBOUR

This report describing our activities, projections and expectations for the future, may contain certain ‘forward looking statements’ within the meaning of applicable laws and regulations. The actual results of business may differ materially from those expressed or implied due to various risk factors and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company’s operations include determination of tariff and such other charges and levies by the regulatory authority, changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statement are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the “Act”) and comply with the Accounting Standards notified under Section 133 of the Act. The management of Fabino Life Sciences Limited has used estimates and judgements relating to the financial statement on a prudent and reasonable basis, in order that the financial statement reflects in a true and fair manner, the profit for the year.

**INDEPENDENT AUDITOR'S REPORT****TO MEMBERS OF  
FABINO LIFE SCIENCES LIMITED****Report on the Financial Statements****Opinion**

We have audited the accompanying financial statements of **Fabino Life Sciences Limited** which comprise the Balance Sheet as at **31<sup>st</sup> March 2022**, and the Statement of Profit and Loss and Cash Flow Statement, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, (“AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and Loss account and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

**Information Other than the Financial Statements and Auditor's 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

**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 Act with respect to the preparation of these standalone 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 AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibility**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

### **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 section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit and Loss and Statement of Cash Flow dealt with this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the AS specified in section 133 of the Act, read with relevant rule issued thereunder.
  - e. On the basis of written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note (vii) of Annexure – A to the standalone financial statements
  - (b) The Company did not have any long-term and derivative contracts as at March 31, 2022.
  - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.
  - (d) The management has;

- (i) represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
  - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) The company has not neither declared nor paid any dividend during the year under Section 123 of the Act.

**FORD GMS & Co.,  
Chartered Accountants**

**Sd/-**

**Hiren J Maru  
Partner**

**M. No. 115279**

**FRN: 0112187W**

**UDIN: 22115279AJMKSG9174**

**Place: Mumbai  
Date: 24<sup>th</sup> May 2022**

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF FABINO LIFE SCIENCES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

**(i) Property, Plant & Equipment and Intangible Assets:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b) The Company has maintained proper records showing full particulars of intangible assets.
- c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
- d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

**(ii) Inventory and working capital:**

- a) The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

**(iii) Investments, any guarantee or security or advances or loans given:**

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
  - 1. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.
  - 2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s interest;
  - 3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.

4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(6) is not applicable.

**(iv) Loan to directors:**

- a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

**(v) Deposits:**

- a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

**(vi) Maintenance of Cost Records:**

- a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

**(vii) Statutory Dues:**

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.22 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute, except following:

TDS Compliance dues notice for the period ended:

Year	Demand (Rs.)
2015-2016	720.00
2017-2018	2,250.00
2018-2019	1,050.00
2020-2021	600.00
2021-2022	300.00

Income Tax Outstanding Demand:

Year	Amount
AY 2020-21	980.00

**(viii) Disclosure of Undisclosed Transactions:**

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

**(ix) Loans or Other Borrowings:**

- a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**(x) Money Raised by IPOs, FPOs:**

- a) The Company has raised moneys by way of initial public offer during the year as follows:

No of Equity Shares issued during the year	9,00,000
Issue Price including Share Premium	36
Amount Raised (Rs. In Lakhs)	324.00
<b>Amount Utilized : (Rs. in Lakhs)</b>	
1. Part Repayment of Loans	25.00
2. Funding Working Capital Requirement	204.90
3. To fund expenditure for General Corporate Purpose	50.44
Total Utilized (Rs. In Lakhs)	280.34

- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

**(xi) Fraud:**

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit an and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

**(xii) Nidhi Company:**

- a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

**(xiii) Related Party Transactions:**

- b) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**(xiv) Internal Audit System:**

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

**(xv) Non-cash Transactions:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**(xvi) Registration under section 45-IA of RBI Act, 1934:**

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

**(xvii) Cash losses:**

- a) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

**(xviii) Resignation of statutory auditors:**

- a) There has been no resignation of the statutory auditors of the Company during the year.

**(xix) Material uncertainty on meeting liabilities:**

- a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due

**(xx) Compliance of CSR:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility



***11<sup>th</sup> Annual Report / 2021-22***

(CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

**FOR D G M S & Co.,  
Chartered Accountants**

**Place: Mumbai  
Date: 24<sup>th</sup> May 2022**

**Sd/-  
Hiren J Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
UDIN: 22115279AJMKSG9174**

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF FABINO LIFE SCIENCES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Fabino Life Sciences Limited** ('the Company') as of 31<sup>st</sup> March, 2022 in conjunction with our audit of the AS financial statements of the Company for the year ended on that date.

**Opinion**

We have audited the internal financial control with reference to financial statement of Fabino Life Sciences Limited ('The Company') as of 31<sup>st</sup> March 2022 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**FOR D G M S & Co.,**  
**Chartered Accountants**

**Sd/-**

**Hiren J Maru**

**Partner**

**M. No. 115279**

**FRN: 0112187W**

**UDIN: 22115279AJMKSG9174**

**Place: Mumbai**

**Date: 24<sup>th</sup> May 2022**

# FABINO LIFE SCIENCES LIMITED

REGD. OFFICE : 105, 1ST FLOOR, D - BLOCK, CENTRAL MARKET, PRASHANT VIHAR, DELHI - 110085  
CIN: U24100DL2011PLC226781

## BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Notes	Figures as at the end of current reporting period 2022	Figures as at the end of current reporting period 2021
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	2,10,00,000	1,20,00,000
(b) Reserves and Surplus	3	2,00,37,602	10,27,179
(c) Money received against share warrants		-	-
		4,10,37,602	1,30,27,179
<b>(2) Share Application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	4,65,000	30,88,454
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	5	6,50,000	8,50,000
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	6	33,91,501	48,35,806
(c) Other Current Liabilities	7	4,24,074	6,24,074
(d) Short-Term Provisions	8	2,80,875	93,536
<b>Total Equity &amp; Liabilities</b>		<b>4,62,49,052</b>	<b>2,25,19,049</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Property Plant &amp; Equipments</b>			
(i) Tangible Assets	9	17,37,210	15,91,295
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible Assets under development		-	-
		17,37,210	15,91,295
(b) Non-current investments		-	-
(c) Deferred tax Assets (net)		96,000	1,00,424
(c) Long term loans and advances		-	-
(d) Other non-current assets	10	8,42,162	6,39,785
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories	11	1,70,90,150	46,84,984
(c) Trade receivables	12	1,43,66,478	1,32,77,918
(d) Cash and cash equivalents	13	58,88,508	6,55,285
(e) Short-term loans and advances	14	62,28,544	15,69,358
(f) Other current assets	15	-	-
<b>Total Assets</b>		<b>4,62,49,052</b>	<b>2,25,19,049</b>
<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b>		-	-

The accompanying notes are an integral part of Financial statements.  
This is the Balance Sheet referred to in our Report of even date.

FOR D G M S & Co.  
(CHARTERED ACCOUNTANTS)  
Firm Reg. No. : 0112187W

FOR FABINO LIFE SCIENCES LIMITED

Sd/-  
Arihant Jain  
(Director)  
DIN: 08280553

Sd/-  
Atul Jain  
(Director)  
DIN: 00004339

Hiren Jayantilal Maru  
(PARTNER)  
Membership No. : 115279  
Date: 24th May 2022  
Place : Delhi  
UDIN: 22115279AJMKSG9174

Sd/-  
Jeel Poshiya  
Company Secretary  
DCPPP3683A

# FABINO LIFE SCIENCES LIMITED

REGD. OFFICE : 105, 1ST FLOOR, D - BLOCK, CENTRAL MARKET, PRASHANT VIHAR, DELHI - 110085  
CIN: U24100DL2011PLC226781

## PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2022

Sr. No	Particulars	Notes	Figures as at the end of current reporting period 2022	Figures as at the end of current reporting period 2021
			₹	₹
I	Revenue from operations (net)	16	4,20,06,629	3,05,74,718
			4,20,06,629	3,05,74,718
II	Other Income	17	1,21,078	17,331
III	<b>III. Total Income (I +II)</b>		4,21,27,707	3,05,92,049
IV	<b>Expenses:</b>			
	Direct Expenses	18	51,124	16,428
	Purchase of Stock-in-Trade	19	4,81,43,261	2,90,67,495
	Change in Inventories of Stock-in-trade	20	1,24,05,165	17,43,109
	Financial costs	21	38,247	65,827
	Employee Benefit Expenses	22	24,09,312	14,07,400
	Depreciation and Amortization Expenses	23	3,11,555	1,58,000
	Other Administrative Expenses	24	29,20,375	11,94,446
	<b>Total Expenses (IV)</b>		4,14,68,708	3,01,66,487
V	Profit before Prior Period Items, exceptional and extraordinary Items and tax	(III - IV)	6,58,999	4,25,562
VI	Exceptional Items	25	-	-
VII	Profit before Prior Period Items and extraordinary items and tax	(V - VI)	6,58,999	4,25,562
VIII	Extraordinary Items			-
IX	Profit before Prior Period items and tax	(VII - VIII)	6,58,999	4,25,562
X	Prior Period Items			-
IX	Profit before tax (VII - VIII)	(IX - X)	6,58,999	4,25,562
X	<b>Tax expense:</b>			
	(1) Current tax expenses for the year		1,84,309	93,536
	(2) Less : Mat Credit (where applicable)			-
	(3) Current tax expenses relating to Prior years			-
	(4) Net Current Tax Expenses		1,84,309	93,536
	(5) Deferred tax		4,424	30,521
XI	Profit(Loss) from the period from continuing operations	(IX-X)	4,70,266	3,01,506
XII	Profit/(Loss) from discontinuing operations			-
XIII	Tax expense of discounting operations			-
XIV	Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		4,70,266	3,01,506
XVI	Earning per equity share:			
	(1) Basic		0.78	0.50
	(2) Diluted		0.78	0.50

The accompanying notes are an integral part of Financial statements.  
This is the Profit & Loss Statement referred to in our Report of even date.

FOR D G M S & Co.  
(CHARTERED ACCOUNTANTS)  
Firm Reg. No. : 0112187W

Hiren Jayantilal Maru  
(PARTNER)  
Membership No. : 115279  
Date: 24th May 2022  
Place : Delhi  
UDIN: 22115279AJMKS9174

Sd/-  
Arihant Jain  
(Director)  
DIN: 08280553

Sd/-  
Atul Jain  
(Director)  
DIN: 00004339

Sd/-  
Jeel Poshiya  
Company Secretary  
DCPPP3683A

FABINO LIFE SCIENCES LIMITED		
REGD. OFFICE : 105, 1ST FLOOR, D- BLOCK, CENTRAL MARKET, PRASHANT VIHAR, DELHI - 110085		
CIN: U24100DL2011PLC226781		
CASH FLOW STATEMENT AS AT 31ST MARCH, 2022		
Particulars	Figures as at the end of current reporting period 2022	Figures as at the end of current reporting period 2021
<b>(A) Cash flows from operating activities</b>		
Profit for the year	4,70,266	3,01,506
- Finance costs	38,247	65,827
- Income tax Provision	1,88,733	1,24,056
<b>Adjustments for non-cash income and expenses:</b>		
- Depreciation & Amortisation	3,11,555	1,58,000
- Loss/(Profit) on sale/disposal of Fixed Assets	-	-
<b>Cash flow included in investing activities:</b>		
- Interest Income	-	-
<b>Changes in operating assets and liabilities:</b>		
- Decrease / (Increase) in Inventory	(1,24,05,166)	(17,43,109)
- Decrease / (Increase) in Trade Receivables	(10,88,560)	99,95,802
- Decrease / (Increase) in Other Current Assets	-	-
- Decrease / (Increase) in Other Non Current Assets	(2,02,377)	51,78,000
- Decrease / (Increase) in Short Term loans & Advances	(46,59,186)	(3,43,787)
- (Decrease) / Increase in Short Term Borrowings	-	-
- (Decrease) / Increase in Trade Payables	(14,44,305)	(1,66,11,821)
- (Decrease) / Increase in Other Current Liabilities	(2,00,000)	(13,21,792)
<b>Cash generated from operations</b>	(1,89,90,793)	(41,97,320)
Income tax paid	3,030	(3,01,970)
<b>Net cash from operating activities</b>	(1,89,87,763)	(44,99,290)
<b>(B) Cash flows from investing activities</b>		
Sale of Fixed Assets	-	-
Interest received / (Paid)	(38,247)	(65,827)
Purchase of Fixed Assets	(4,57,470)	(9,38,040)
<b>Net cash from investing activities</b>	(4,95,717)	(10,03,867)
<b>(C) Cash flows from financing activities</b>		
Proceeds from Share Capital	2,75,40,157	60,00,000
Proceeds/(Repayment) from Long-term borrowings	(26,23,454)	(8,75,846)
Proceeds/(Repayment) of other Current liabilities	(2,00,000)	(6,50,000)
<b>Net cash from financing activities</b>	2,47,16,703	44,74,154
<b>Net increase / (decrease) in cash and cash equivalents</b>	52,33,222	(10,29,003)
<b>Cash and cash equivalents at the beginning of year</b>	6,55,285	16,84,288
<b>Cash and cash equivalents at the end of year</b>	<b>58,88,508</b>	<b>6,55,285</b>
	(0)	0
FOR D G M S & Co. (CHARTERED ACCOUNTANTS) Firm Reg. No. : 0112187W	FOR FABINO LIFE SCIENCES LIMITED	
	Sd/- Arihant Jain (Director) DIN: 08280553	Sd/- Atul Jain (Director) DIN: 00004339
Hiren Jayantilal Maru (PARTNER) Membership No. : 115279 Date: 24th May 2022 Place : Delhi UDIN: 22115279AJMKSG9174	Sd/- Jeel Poshiya Company Secretary DCPPP3683A	

**Note-1**

**Notes attached to and forming part of the Company's Financial Statements as at and for the period ended 31st March 2021**

**(A) SIGNIFICANT ACCOUNTING POLICIES:**

**1 Corporate Information:**

Fabino Life Sciences Limited is a Public Limited Company domiciled in India, having place of business, at 105, 1ST FLOOR, D – BLOCK, Central Market, Prashant Vihar and incorporated under the provisions of Company Act, 1956. The Company is engaged in the trading of medicines.

**2 Basis Of Preparation:**

The Financial Statements of the Company have been Prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all Material respects with the Accounting Standards Notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Company Act, 2013. The Financial Statements have been Prepared on an accrual basis under the historical cost convention and on the Accounting Principle of Going Concern Concept.

**3 Use of Estimates:**

The Preparation of financial Statements in conformity with General Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported Amount of Assets and Liabilities and disclosure of Contingent Liabilities at the date of financial Statements and the results of operations during the reporting period end. Although these estimates are based upon the management's best knowledge of current events and actions, Actual results could differ from these estimates.

**4 Fixed Assets and Depreciation:**

Fixed assets are calculated as per the schedule II of the Companies Act, 2013 and carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**5 Inventories:**

- a) Stores and spares are valued at cost; 'Inventories are valued at the lower of cost (on FIFO basis) and the net Realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.
- b) Net Realizable value is the estimated Selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the Sale.
- c) As stated the Inventories are valued at the lower of cost (on FIFO basis) and the net Realizable value. However, the inventories are not inclusive of Duties & Taxes, yet there is no effect on Profits

**6 Revenue Recognition:**

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the Revenue can be reliably measured.
- b) **Sale of Goods:** Revenue from sale of goods is recognized when all the risks and rewards of ownership of goods have been passed to buyer, usually on delivery of the goods. Sales are being accounted for at Gross Sales value excluding Duties & Taxes thereon. Duties & Taxes have been accounted for separately through Duties & Taxes A/c under Current Liabilities. The Company collects Duties and Taxes including Sales taxes and Value added taxes (VAT) and Goods and Service Tax (GST) on the behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

**7 Taxation:**

- a) **Current Taxes:** Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. The provision for Current Tax is based on the elements of Income and expenditure as reported in the financial statements and computed in accordance with the provisions of the Indian Income Tax Act, 1961.
- b) **Deferred Taxes:** Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonably certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

**FABINO LIFE SCIENCES LIMITED**

Notes forming Integral Part of Balance Sheet as at 31st March, 2022

**Notes: 2 Share Capital**

**A)**

S No	Particulars	As at 31st March, 2022		As at 31st March, 2021	
		No of Shares	₹	No of Shares	₹
1	<b>AUTHORIZED CAPITAL</b> 1,20,00,000 Equity Shares of Rs. 10/- each.	1,20,00,000	12,00,00,000.00	1,20,00,000	12,00,00,000.00
		<b>1,20,00,000</b>	<b>12,00,00,000.00</b>	<b>1,20,00,000</b>	<b>12,00,00,000.00</b>
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> Paid up Share capital by allotment  Issue of 9, 00,000 Equity Shares of Rs 10 Each by way of Initial Public Issue	21,00,000	2,10,00,000.00	12,00,000	1,20,00,000.00
	<b>Total in `</b>	<b>21,00,000</b>	<b>2,10,00,000.00</b>	<b>12,00,000</b>	<b>1,20,00,000.00</b>

**B) Reconciliation of the shares outstanding at the beginning and at the end of the reporting Period :**

<b>Equity Shares :</b>	31.03.2022		31.03.2021	
	No of Shares	₹	No of Shares	₹
At the beginning of the Period	12,00,000	1,20,00,000.00	1,50,000	15,00,000.00
Issued during the year - Fresh Issue	<b>9,00,000</b>	<b>90,00,000</b>	<b>10,50,000</b>	<b>1,05,00,000.00</b>
<b>Outstanding at the end of period</b>	<b>21,00,000</b>	<b>2,10,00,000.00</b>	<b>12,00,000</b>	<b>1,20,00,000.00</b>

**C) Terms/Rights attached to equity Shares :**

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees (if any). The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuring general meeting except in the case of Interim dividend.

During the Year ended 31st March,2022 ,the amount of per share dividend recognised as distributions to equity shareholders was Rs Nil ( 31st March 2021 : Rs Nil)

**D) Details of Shareholders holding more than 5% shares in the Company**

**Equity Shares :**

S No	Name of the Shareholders	31.03.2022		31.03.2021	
		Nos of Shares	% Holding	Nos of Shares	% Holding
1	Atul Jain	11,00,000	52%	11,00,000	92%
2	Vandana Jain	84,000	4%	84,000	7%
2	Aryaman Capital Markets Limited	1,17,000	6%		

**FABINO LIFE SCIENCES LIMITED**

Notes forming Intergal Part of Balance Sheet as at 31st March, 2022

**Note 3 : Reserve & Surplus**

S No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	<b>Profit &amp; Loss :</b> Balance brought forward from previous year Add: Profit for the period Add: Other Adjustments Less: Use during the year for Bonus Shares Surplus (Profit & Loss Account)	10,27,179 4,70,266 - 14,97,445	12,25,673 3,01,506 (5,00,000) 10,27,179
2	<b>Securities Premium</b> Balance brought forward from previous year Add: Received during the Year Less: Use during the Year	- 2,34,00,000.00 (48,59,843.00) 1,85,40,157.00	40,00,000 - (40,00,000) -
	<b>Total in `</b>	<b>2,00,37,602</b>	<b>10,27,179</b>

**FABINO LIFE SCIENCES LIMITED**

Notes forming Integral Part of Balance Sheet as at 31st March, 2022

**Note 4 : Long term borrowings**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
	Loans and advances from related parties	4,65,000	7,300
	Loan and advances from Others - Corporates	-	30,81,154
	<b>Total in `</b>	<b>4,65,000</b>	<b>30,88,454</b>

**Note 5 : Other Long term Liabilities**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
	Security Received	6,50,000	8,50,000
	<b>Total in `</b>	<b>6,50,000</b>	<b>8,50,000</b>

**Note 6: Trade Payables**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Sundry Creditors	21,80,463	48,35,806
2	Advances to Debtors	12,11,038	-
	<b>Total in `</b>	<b>33,91,501</b>	<b>48,35,806</b>

**Note 7 : Other Current Liabilities**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	<b>Statutory Remittance</b>		
	- GST Payable	-	-
	- TDS Payable	42,500	-
2	<b>Other payables</b>		
	Director Remuneration	-	5,40,000
	Other Expense	2,08,388	84,074
	Salary Payable	1,73,186	-
	<b>Total in `</b>	<b>4,24,074</b>	<b>6,24,074</b>

**Note 8 : Short Term Provisions**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
	Provision for Taxation	1,68,375	93,536
	Provision for Audit Fees	1,12,500	-
	<b>Total in `</b>	<b>2,80,875</b>	<b>93,536</b>

FABINO LIFE SCIENCES LIMITED																			
*SCHEDULE OF FIXED ASSETS PURCHASED AND DEPRECIATION CHARGED AS PER COMPANIES ACT, 2013 AS ON 31.03.2022																			
Notes : 9 Tangible Assets																			
Block	Date of Purchase / Put to use	Nature of Assets	Original Cost (Rs)	Dep Charged upto 31.03.2021	WDV as on 01.04.2021	Life as per Co. Act, 2013/A S-26	Life Used till 31.03.2022	Remain ing Life	Salvaged value	Depreciable amount over whole life	Excess Dep. (Already charge d)	31-03-2022 Rate of Dep.	No. of Days in case of Sale/ Purchase during 2021-2022	Date of Sale	Deletion s/ Disposals	Loss on Sale or (Profit ) on Sale	Dep for 2021-22	Adjusted with Retained Earning	WDV as on 31-03-2022
<b>BUILDING &amp; FITTING</b>																			
Factory Buildings	1-Apr-2016 13-Mar-2021	BUILDING & FITTING Building Expenses	980,285.00 42,790.00	387,494.00 201.00	592,791.00 42,589.00	30.00 30.00	6.00 1.05	24.00 28.95	49,014.00 2,140.00	931,271.00 40,650.00	- -	9.87% 9.81%	- -	- -	- -	- -	58,480.00 4,180.00	- -	534,311.00 38,409.00
<b>URNITURE &amp; FIXTURES</b>																			
Furniture and Fittings	15-Nov-2011	FURNITURE & FIXTURES	5,000.00	4,750.00	250.00	10.00	10.00	-	250.00	4,750.00	-	0.00%	-	-	-	-	-	-	250.00
Furniture and Fittings	23-May-2015	FURNITURE & FIXTURES	230,216.00	193,093.00	37,123.00	10.00	6.86	3.14	11,511.00	218,705.00	-	31.13%	-	-	-	-	-	-	25,567.00
Furniture and Fittings	1-Oct-2020	CCTV Camera - Fixtures	7,000.00	939.00	6,061.00	10.00	1.50	8.50	350.00	6,650.00	-	28.49%	-	-	-	-	11,556.00	-	25,567.00
Furniture and Fittings	2-Jun-2021	CCTV Camera - Fixtures	34,470.00	-	-	10.00	0.83	9.17	1,724.00	32,746.00	-	27.86%	302	-	-	-	1,727.00	-	4,334.00
<b>Office Equipments</b>																			
Office Equipments	12-Jun-2015	INVERTER	29,200.00	27,740.00	1,460.00	5.00	5.00	-	1,460.00	27,740.00	-	0.00%	-	-	-	-	-	-	1,460.00
Office Equipments	1-Apr-2016	AIR CONDITIONER	800,000.00	727,041.00	72,959.00	5.00	5.00	-	40,000.00	760,000.00	-	0.00%	-	-	-	-	-	-	72,959.00
Office Equipments	4-May-2018	AIR CONDITIONER	36,718.75	31,862.00	4,856.75	5.00	3.91	1.09	1,836.00	34,883.00	-	59.02%	-	-	-	-	-	-	1,990.00
Office Equipments	9-Oct-2017	FIRE SAFETY CYLINDER	5,091.00	4,657.00	434.00	5.00	4.48	0.52	255.00	4,836.00	-	63.80%	-	-	-	-	2,867.00	-	1,990.00
Office Equipments	18-May-2017	PRINTER	5,165.00	4,866.00	299.00	5.00	4.87	0.13	258.00	4,907.00	-	68.19%	-	-	-	-	179.00	-	255.00
Office Equipments	27-Jan-2018	PRINTER	1,100.00	981.00	119.00	5.00	4.18	0.82	55.00	1,045.00	-	60.78%	-	-	-	-	41.00	-	258.00
Office Equipments	4-May-2018	STABILIZER	3,389.83	2,942.00	447.83	5.00	3.91	1.09	169.00	3,221.00	-	59.09%	-	-	-	-	64.00	-	55.00
Office Equipments	10-Jun-2021	Water Purifier	32,000.01	-	-	5.00	0.81	4.19	1,600.00	30,400.00	-	51.04%	295	-	-	-	265.00	-	183.00
<b>Computer and Data Processing Units</b>																			
Computer and Data Processing Units	3-Oct-2018	COMPUTER	38,220.16	36,309.00	1,911.16	3.00	3.00	-	1,911.00	36,309.00	-	0.00%	-	-	-	-	13,201.00	-	18,799.00
<b>Plant and Machinery</b>																			
Plant and Machinery	1-Oct-2020	Machinery	318,000.00	29,435.00	288,565.00	15.00	1.50	13.50	15,900.00	302,100.00	-	19.32%	-	-	-	-	-	-	1,911.00
	3-Feb-2021	Electric Panel - Machinery	21,250.00	596.00	20,654.00	15.00	1.15	13.85	1,063.00	20,187.00	-	19.29%	-	-	-	-	55,743.00	-	232,822.00
	1-Oct-2020	DG Set	210,000.00	19,438.00	190,562.00	15.00	1.50	13.50	10,500.00	199,500.00	-	19.32%	-	-	-	-	3,983.00	-	16,671.00
	8-Feb-2021	Tray Dryer Machinery	337,000.00	8,602.00	328,398.00	15.00	1.14	13.86	16,850.00	320,150.00	-	19.29%	-	-	-	-	36,811.00	-	153,751.00
	1-Oct-2020	Weicht Machine	2,000.00	185.00	1,815.00	15.00	1.50	13.50	100.00	1,900.00	-	19.32%	-	-	-	-	63,339.00	-	265,059.00
	27-Jul-2021	Cone Blender 25 KG	95,000.00	-	-	15.00	0.68	14.32	4,750.00	90,250.00	-	18.87%	248	-	-	-	-	-	1,464.00
	21-Jul-2021	Tea Packaging Machine	211,000.01	-	-	15.00	0.69	14.31	10,550.00	200,450.00	-	18.89%	254	-	-	-	12,182.00	-	82,818.00
	27-Jul-2021	Vibro Siftor 30 INCH	85,000.00	-	-	15.00	0.68	14.32	4,250.00	80,750.00	-	18.87%	248	-	-	-	27,740.00	-	183,260.00
		Total	3,529,895.76	1,481,131.00	1,591,294.74				176,496.00	-						-	10,900.00	-	74,100.00
																-	311,555.00	-	1,737,210.00

**FABINO LIFE SCIENCES LIMITED**

Notes forming Integral Part of Balance Sheet as at 31st March, 2022

**Notes : 10 Other Non Current Assets**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	BSE Deposit	324000	0
2	Rent Deposits	0	10000
3	Electricity Security Deposits	29925	29925
4	Security Deposits With NSDL & CDSL	20000	0
5	Other Non Current assets	468237	599860
	<b>Total in `</b>	<b>8,42,162</b>	<b>6,39,785</b>

**Notes : 11 Inventories**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Finished Goods		
2	Stock-in-Trade	1,70,90,150	46,84,984
	<b>Total in `</b>	<b>1,70,90,150</b>	<b>46,84,984</b>

**Note 12 : Trade Receivables**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Outstanding for more than Six Months		
2	Other	1,43,66,478	1,32,77,918
	<b>Total in `</b>	<b>1,43,66,478</b>	<b>1,32,77,918</b>

**Notes : 13 Cash & Cash Equivalents**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	<b>Cash-in-Hand</b> Cash Balance	19,50,743	5,78,813
	<b>Sub Total (A)</b>	19,50,743	5,78,813
2	<b>Bank Balance</b> Punjab National Bank - 01924	6,787	68,846
	Indus Bank	1,25,706	-
	Axis Bank Limited	38,05,273	7,627
	<b>Sub Total (B)</b>	39,37,766	76,472
	<b>Total [ A + B ]</b>	<b>58,88,508</b>	<b>6,55,285</b>

**Notes : 14 Short Term Loans & Advances**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Balance With Revenue Authorities		
	- VAT	-	26,625
	- GST	33,54,390	12,51,079
	- TDS	29,445	29,445
3	Other Advances	28,44,710	2,62,210
	<b>Total in `</b>	<b>62,28,544</b>	<b>15,69,358</b>

**Notes : 15 Other Current Assets**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
		0	-
	<b>Total in `</b>	<b>0</b>	<b>-</b>

<b>FABINO LIFE SCIENCES LIMITED</b> Notes Forming Part of the Profit & Loss Account as at 31st March, 2022 <b>Notes : 16 Revenue from Operations</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Sales During The Year	4,20,06,629	3,05,74,718
	<b>Total in `</b>	<b>4,20,06,629</b>	<b>3,05,74,718</b>
<b>Notes : 17 Other Income</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
	Discount & Rebate	-	17,331
	Freight & Cartage	1,14,997	-
	Short and Excess	5,348	-
	Round Off/Short and Excess	733	-
	<b>Total in `</b>	<b>1,21,078</b>	<b>17,331</b>
<b>Notes : 18 Direct Expenses</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Freight & Cartage Inward	1,000	2,450.00
2	Packing Material	49,109	13,978
3	Insurance Charges on Purchase	1,015	-
	<b>Total in `</b>	<b>51,124</b>	<b>16,428</b>
<b>Notes : 19 Purchases of Stock-in Trade</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Purchases During The Year	4,81,43,261	2,90,67,495
	<b>Total in `</b>	<b>4,81,43,261</b>	<b>2,90,67,495</b>
<b>Notes : 20 Change in Inventories</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Inventories at the end of the Year	1,70,90,150	46,84,984
2	Inventories at the begning of the Year	46,84,985	29,41,875
	<b>Net (Increase)/ Decrease `</b>	<b>(1,24,05,165)</b>	<b>(17,43,109)</b>
<b>Notes : 21 Financial Costs</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Bank Charges	38,247	65,527
2	Bank Interest	-	-
3	Interest on Deposit	-	-
4	Interest on Income Tax	-	-
5	Interest on TDS	-	300
6	Interest to Party	-	-
	<b>Total in `</b>	<b>38,247</b>	<b>65,827</b>
<b>Notes : 22 Employee Benefit Expenses</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Salary to Staff	18,35,569	8,36,500
2	Director Remuneration	5,40,000	5,40,000
3	Staff Welfare Expenses	33,743	30,900
	<b>Total in `</b>	<b>24,09,312</b>	<b>14,07,400</b>
<b>Notes : 23 Depreciation &amp; Amortised Cost</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Depreciation	3,11,555	1,58,000
	<b>Total in `</b>	<b>3,11,555</b>	<b>1,58,000</b>

<b>FABINO LIFE SCIENCES LIMITED</b> Notes Forming Part of the Profit & Loss Account as at 31st March, 2022 <b>Notes : 24 Other Administrative Expenses</b>			
Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
1	Accounting Charges	-	-
2	Advertisement	79,424	25,000
3	Audit Fees	1,25,000	-
4	Assets Written Off	-	-
5	Business Promotion Expense	39,830	99,950
6	Commission On Consignment Expenses	-	1,56,250
7	CDSL expenses	2,34,062	-
8	Computer Expenses	16,737	739
9	Conveyance Expenses	80,337	3,171
10	Courier Expenses	1,34,220	-
11	Discount	59,907	8,615
12	Diwali Expense	9,000	-
13	Donation	11,000	-
14	Desinging Expenses	-	25,000
15	Development Charges	-	-
16	Electricity and fuel Expenses	3,22,692	2,82,747
17	Freight & Cartage	1,94,652	30,859
18	Generator Expenses	7,326	-
19	GST Late Fee	1,806	2,811
20	Insurance Charges	23,527	9,755
21	Internet Expense	14,720	13,457
22	Interest Paid	17,394	-
23	IPO Advertising	25,000	-
24	ITC Reversal	-	73,898
25	Lab Testing Charges	-	10,000
26	Legal Expense	63,496	43,500
27	Legal Expense IPO	-	-
28	Legal Suit Expenses	12,000	-
29	License Fees	-	10,316
30	Machinery Repair	30,200	-
31	Miscellaneous Expenses	16,459	35,195
32	NSDL/CDSL Charge	88,057	9,333
33	Office Expenses	54,200	57,885
34	Office Miantainence	1,044	-
35	Postage & Courier Expenses	-	48,485
36	Printing & Stationary Expenses	97,202	49,604
38	Product Design Expenses	7,000	-
39	Professional Fees	3,50,487	1,27,500
40	Rate Difference	-	500
41	Rent	2,74,000	-
42	Repair and Maintenance	99,050	27,400
43	ROC Filing Fees	-	9,500
44	Rounding off	-	1,694
45	Software Expenses	850	-
46	Short & Excess	-	-
47	TDS Late Fees Expenses	414	-
48	Telephone Expenses	52,404	11,605
49	Donation	-	3,100
50	Trademark Expenses	45,000	13,500
51	Transport Charges	38,300	43,795
52	Tour & Travelling Expenses	23,675	-
53	Unamortised Expenses Written Off	1,11,623	-
54	VAT Expenses	26,625	-
55	Vehicle Repair & Maintenance	1,37,099	-
56	Water Expenses	19,000	21,000
57	Website Expenses	8,475	-
	<b>Total in `</b>	<b>29,20,375</b>	<b>11,94,446</b>

**Notes : 25 Exceptional Items**

Sr. No	Particulars	As at 31 March, 2022	As at 31 March, 2021
		₹	₹
	Loss/(profit) on Sale/Disposal of Assets	-	-
	<b>Total in `</b>	<b>-</b>	<b>-</b>

**FABINO LIFE SCIENCES LIMITED**

Notes to Accounts forming part of Financial Statements as at 31st March 2021

**Calculation of Basic Earning Per Share (EPS) and Diluted EPS in terms of  
Accounting Standard - 20****BASIC EPS**

Particulars	2021-22 ₹	2020-21 ₹	2019-20 ₹
Profit after tax	4,70,266.07	3,01,505.73	6,88,814.20
Weighted average number of Equity Shares outstanding during the Period	6,01,643.84	6,01,644	1,50,000
Nominal Value Per Share (Rs)	10	10	10
Basic EPS (Rs)	0.78	0.50	4.59

**DILUTED EPS:**

Particulars	2021-22 ₹	2020-21 ₹	2019-20 ₹
Profit after tax	4,70,266.07	3,01,505.73	6,88,814.20
Weighted average number of Equity Shares outstanding during the Period	6,01,644	6,01,644	1,50,000
Add : Effect of Share Application money ,warrants, ESOPs and Convertible bonds which are dilutive		-	-
Weighted average number of equity shares - for diluted EPS	6,01,644	6,01,644	1,50,000
Nominal Value Per Share (Rs)	10	10	10
Diluted EPS (Rs)	0.78	0.50	4.59

**(B) NOTES TO ACCOUNTS:**

(i) In the opinion of the Board of Directors, Current Assets, Loans & Advances on realization are worth to the amount at which they are stated in the Balance Sheet.

**(ii) Related Party Disclosures & Transaction ( In terms of Accounting Standard – 18)**

S. No.	Name	Relationship	Nature of Transaction
1	Atul Jain	Director	Loan given to company
2	Arihant Jain	Director	
3	Keepwell Foods	Director's Firm	Purchases during the Year
4	Vakson Industries Pvt Ltd	Company with Common Director	Loans and Advances received
5	Vakson Metaplast Pvt Ltd	Company with Common Director	Loans and Advances received

Sr. no.	Name	Opening Balance	Received/ Increased during the year	Paid/ Decrease during the year	Closing Balance
1	Atul Jain	1,01,94,300.00	56,60,000	1,58,47,000	7,300.00
2	Arihant Jain		2,50,000	2,50,000	-
3	Keepwell Foods	1,18,47,073.00	76,12,911	1,84,05,071	10,54,913.00
4	Vaksons Industries Pvt Ltd	-	34,05,000.00	34,05,000.00	-

Sr. No.	Name of the person	Nature of Transaction	Amount (Rs.)
1	Mr. Atul Jain	Remuneration	5,40,000

**(iii) Earnings Per Share (EPS) (In terms of Accounting Standard 20)****Basic EPS**

Particulars	2021-2022	2020-2021
	₹	₹
Profit after tax	3,01,505.73	6,88,814.20
Weighted average number of Equity Shares outstanding during the Period	6,01,643.84	1,50,000.00
Nominal Value Per Share (Rs)	10.00	10.00
Basic EPS (Rs)	0.50	4.59

**Diluted EPS**

Particulars	2021-2022	2020-2021
	₹	₹
Profit after tax	3,01,505.73	6,88,814.20
Weighted average number of Equity Shares outstanding during the Period	6,01,643.84	1,50,000.00
Add: Effect of Share Applications, warrants, ESOPs and Convertible bonds which are dilutive	-	-
Weighted average number of equity shares - for diluted EPS	6,01,643.84	1,50,000.00
Nominal Value Per Share (Rs)	10.00	10.00
Diluted EPS (Rs)	0.50	4.59

**(iv) Deferred tax liability/Assets ( As per AS-22)**

S. No.	Particulars	₹
(A)	<b>Tax effect of items constituting deferred tax liability:</b>	
1	On difference between depreciation as per books of account and as per income tax act, 1961.	30,520.53
2	On expenditure deferred in the books but allowable for tax purposes	-
	<b>Total (A)</b>	<b>30,520.53</b>
(B)	<b>Tax effect of items constituting deferred tax Assets:</b>	
1	Provision for Compensated absences, gratuity and other employee benefits	-
2	Disallowances under section 40(a)(i), 43B of income tax act, 1961	-
3	On difference between depreciation as per books of account and as per income tax act, 1961.	-
4	Unabsorbed depreciation carried forward	-
5	Brought forward business losses	-
	<b>Total (B)</b>	<b>-</b>
	<b>Net deferred tax liability/(Asstes) (A-B)</b>	<b>30,520.53</b>

(v) Trade Creditors / Trade Debtors / Expenses Payable, Bank Balances, Loans (Liability), Security Deposits & Advances are subject to Confirmation / Reconciliation.

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

**As per our attached Report on even date**

**FOR D G M S & Co.**  
**(CHARTERED ACCOUNTANTS)**  
**Firm Reg. No. : 0112187W**

**For Fabino Life Sciences Limited**

**Hiren Jayantilal Maru**  
**(PARTNER)**  
**Membership No. : 115279**  
**Date: 24th May 2022**  
**Place : Delhi**  
**UDIN: 22115279AJMKSG9174**

**Sd/-**  
**Arihant Jain**  
**(Director)**  
**DIN: 08280553**

**Sd/-**  
**Atul Jain**  
**(Director)**  
**DIN: 00004339**

**Sd/-**  
**Jeel Poshiya**  
**Company Secretary**  
**DCPPP3683A**

[illegible]

**Fabino Life Sciences Limited**

**Registered Office:** 105, 1st Floor, Barodia Tower, Plot No 12, D Block Central Market,  
Prashant Vihar New Delhi 110085

**Tel.:** 9883900021

**CIN:** U24100DL2011PLC226781

**Website:** [www.fabinolife.com](http://www.fabinolife.com); **Email:** [info@fabinolife.com](mailto:info@fabinolife.com)

**ATTENDANCE SLIP**

<b>Registered Folio No./DP ID no./Client ID no.:</b>	
<b>DP ID - Client ID</b>	
<b>No. of Shares Held</b>	

I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of the Company on Thursday, the 22<sup>nd</sup> September, 2022 at 11:00 A.M. at the Registered Office of the Company at 105, 1st Floor, Barodia Tower, Plot No 12, D Block, Central Market, Prashant Vihar, New Delhi 110085

.....	.....
<b>Name of the member/proxy</b> <b>(in BLOCK Letters)</b>	<b>Signature of the member/proxy</b>

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the AGM.


**Fabino Life Sciences Limited**

**Registered Office:** 105, 1st Floor, Barodia Tower, Plot No 12, D Block Central Market,  
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**Website:** [www.fabinolife.com](http://www.fabinolife.com); **Email:** [info@fabinolife.com](mailto:info@fabinolife.com)

**PROXY FORM**

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

**11<sup>th</sup> Annual General Meeting – Thursday, 22<sup>nd</sup> September, 2022**

Name of the Member(s):	
Registered Address:	
Email-Id:	
Folio No./Client ID:	
DP ID:	

I/we, being the member (s) of .....shares of the above named company, hereby appoint

1. Name.....Email:.....Address  
S:.....  
Signature:\_\_\_\_\_

Or failing him/her

2. Name.....Email:.....Address  
S:.....  
Signature:\_\_\_\_\_ or

Or failing him/her

3. Name.....Email:.....Address  
S:.....  
Signature:\_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the Company on Thursday, 22<sup>nd</sup> September, 2022 at 11:00 A.M. at the Registered Office of the Company at 105, 1st Floor, Barodia Tower, Plot No 12, D Block, Central Market, Prashant Vihar, New Delhi 110085 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote ( <i>Optional see Note 2</i> ) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt the Annual Financial Statements for the year ended on 31st March, 2022 together with the Board’s Report & Auditor’s Report thereon			
2.	To appoint a Director in place of Mr. Arihant Jain, (DIN: 08280553), who retires by rotation and being eligible, offers himself for re-appointment			
<b>Special Business:</b>				
<b>Re-appointment of Statutory Auditors</b>				

3.	Regularization of appointment Mr. Sumit Malik as Non-Executive Non- Independent Director of the company			
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Signed this..... day of.....2022

.....  
Signature of shareholder(s)

.....  
Signature of Proxy holder(s)

Please Affix  
☐ .1  
Revenue  
Stamp

.....  
Signature of Proxy holder(s)

.....  
Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**BOOK POST**

If undelivered please return to:

**Fabino Life Sciences Ltd**  
105, 1st Floor, Barodia Tower, Plot No  
12, D Block Central Market  
Prashant Vihar New Delhi 110085.  
Tel: 9883900021