

CHEMO PHARMA LABORATORIES LIMITED

Registered Office: 5-Kumud Apartment Co. Op. HSG. SOC. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301

• Corporate Office :- Empire House, 3rd Floor, 214, Dr. D. N. Road, Fort, Mumbai - 400 001

• Tel.No. (022) 22078381, 22078382 • CIN No.: L99999MH1942PLC003556 • PAN No.: AAACC2056K

Website: www.thechemopharmalaboratoriesltd.com • Email ID: chemopharmalab@gmail.com

August 12, 2022

To,
Bombay Stock Exchange Limited
Department of Corporate Services
25th Floor, P.J.Towers, Dalal Street,
Mumbai-400 001

Scrip Id: 506365

Subject: Submission of Annual Report for FY 2021-22 (including Notice of 80th Annual General Meeting)

Dear Sir,

This is to inform that the 80th Annual General Meeting (AGM) of the Company is scheduled to be held on **Thursday, September 08, 2022 at 04:00 p.m.** at the Registered Office of the Company at **5-Kumud Apartment Co. op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421301.**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we enclose herewith a copy of the Annual Report for financial year 2021-22, along with the Notice of 80th Annual General Meeting (AGM).

Kindly take the same on your records.

Thanking You.

Yours Faithfully,

For Chemo Pharma Laboratories Limited



Ashok Somani
Director
(DIN - 03063364)



CHEMO PHARMA LABORATORIES LIMITED

**80TH ANNUAL REPORT
2021-2022**

BOARD OF DIRECTORS

Mr. Bhavin Sheth	-	Chief Executive Officer & Executive Director
Mr. Ashok Somani	-	Executive Director & Chief Financial Officer
Mrs. Shanta Somani	-	Non Executive Director
Mr. Toby Antony	-	Independent Director
Mr. Mathura Prasad Sharma	-	Independent Director
Mr. Nandkumar Pareek	-	Independent Director (Appointed as an Additional Director w.e.f. 29/10/2021)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Neha Vora

BANKERS

KOTAK MAHINDRA BANK LTD., MUMBAI
AXIS BANK LTD., MUMBAI
UNION BANK OF INDIA, MUMBAI

REGISTRAR AND SHARE TRANSFER AGENTS

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
UNIT NO. 9, SHIV SHAKTI IND. ESTATE,
J.R. BORICHA MARG, LOWER PAREL (E),
MUMBAI - 400011
E-Mail Id- support@purvashare.com

STATUTORY AUDITORS

M/S. SANJAY RANE & ASSOCIATES,
CHARTERED ACCOUNTANTS, MUMBAI

INTERNAL AUDITORS

M/S. SARDA SONI & ASSOCIATES LLP,
CHARTERED ACCOUNTANTS, MUMBAI

SECRETARIAL AUDITOR

M/S. KAVITA KHATRI & ASSOCIATES,
PRACTICING COMPANY SECRETARIES

REGISTERED OFFICE

5, KUMUD APARTMENT CHS. LTD.,
KARNIK ROAD, CHIKAN GHAR,
KALYAN, DIST. THANE - 421301

CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD,
FORT, MUMBAI - 400001

WEBSITE : www.thechemopharmalaboratoriesltd.com
E-MAIL ID : chemopharmalab@gmail.com

CHEMO PHARMA LABORATORIES LIMITED

CIN No.- L99999MH1942PLC003556

Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301

Tel No. - (022) 22078382

Website: www.thechemopharmalaboratoriesltd.comEmail Id: chemopharmalab@gmail.com**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **EIGHTIETH ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held on **Thursday, September 08, 2022 at 04:00 p.m.** at the Registered Office of the Company at 5-Kumud Apartment Co. op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421301, to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Shanta Somani (DIN - 06974887), who retires by rotation and being eligible, offer herself for re-appointment.

B. SPECIAL BUSINESS:

3. **REGULARISATION OF MR. NANDKUMAR PAREEK (DIN - 00105330), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE CONSECUTIVE YEARS**

To pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

To regularise Mr. Nandkumar Pareek (DIN - 00105330), as a Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Mr. Nandkumar Pareek (DIN: 00105330), who was appointed as Additional Director (Independent Director), with effect from 29/10/2021, in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing himself for the office of Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five consecutive years w.e.f. from 29/10/2021.

RESOLVED FURTHER THAT the Board thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

Place: Mumbai
Date : July 28, 2022

Sd/-
BHAVIN SHETH
CEO & DIRECTOR
(DIN - 00114608)

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Proxy form and attendance slip are enclosed, proxies in order to be valid must reach at the registered office of the company not less than 48 hours before the commencement of the meeting.
4. Corporate members are encouraged to attend and vote at the meeting. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting vote on their behalf at the meeting. The Copy of the same required to email to chemopharmalab@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
5. The Company has notified closure of Register of Members and Share Transfer Books from September 02, 2022 to September 08, 2022 (both days inclusive) and Record Date will be September 01, 2022.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of special business set out in notice, wherever applicable, is annexed hereto.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
9. Members, Proxies and Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
10. Members are requested to notify immediately changes in their respective address, if any, to the Company's Registered Office quoting their Folio No. We request Members to update their email address with their Depository Participants to send communications electronically.
11. To support the "Green Initiative", Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's Registrar and Share Transfer Agent in case the shares are held by them in physical form.
12. The notice of AGM is being sent through electronic mode to those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
13. The Notice calling the meeting will be placed on the website of the Company at <http://www.thechemopharmalaboratoriesltd.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the Notice will also be available on the website of CDSL www.evotingindia.com (agency for providing the Remote E-Voting facility).

14. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company has provided facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
16. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept and the loss of certificate, etc. can be avoided. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 states that w.e.f. 5th December 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository
17. The e-voting period **commences on Monday, September 05, 2022 (9:00 a.m. IST) and ends on Wednesday, September 07, 2022 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cutoff date (record date) of Thursday, September 01, 2022** may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the **cut-off date, i.e. as on Thursday, September 01, 2022**.
18. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at chemopharmalab@gmail.com or helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

Members are requested to address all correspondence, to the RTA, Purva Sharegistry (India) Private Limited, Registrars and Share Transfer Agents, Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai-400011, E-mail - support@purvashare.com
19. CS Hemant Shetye, Designated Partner of HSPN & Associates LLP, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the general meeting, shall make, not later than two (2) working days of the conclusion of the Meeting, 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.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.thechemopharmalaboratoriesltd.com>, notice board of the Company at the registered office as well as the corporate office and on the website of CDSL 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 stock exchange at which the shares of the Company are listed.

22. The Members who have casted their vote by remote e-voting system prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. The route map showing directions to reach the venue of the AGM is annexed.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Nomination and Remuneration Committee at its meeting held on 29/10/2021, had approved and recommended the appointment of Mr. Nandkumar Pareek (DIN: 00105330) as an Independent Director of the Company. The Board of Directors, upon recommendation of Nomination and Remuneration Committee, at its meeting held on 29/10/2021 appointed Mr. Nandkumar Pareek (DIN: 00105330) as an Additional Director (Independent Director) of the Company for a term of five years commencing from 29/10/2021 to 28/10/2026, subject to the approval of the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Nandkumar Pareek (DIN: 00105330) along with deposit of Rs. 1 Lakh for the office of Director, to be appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Nandkumar Pareek (DIN: 00105330) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP - 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Mr. Nandkumar Pareek (DIN: 00105330) as Independent Director of the Company for period of five consecutive years w.e.f. 29/10/2021, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

A copy of the draft letter for the appointment of Mr. Nandkumar Pareek (DIN: 00105330) as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company on any working day of the Company during normal business hours.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested in the said resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Place: Mumbai
Date : July 28, 2022**

**Sd/-
BHAVIN SHETH
CEO & DIRECTOR
(DIN - 00114608)**

ANNEXURE TO THE ITEM NO. 2 & 3 OF NOTICE**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	Mrs. Shanta Somani	Mr. Nandkumar Pareek
Director Identification Number	06974877	00105330
Date of Birth	04-01-1939	20/11/1953
Nationality	Indian	Indian
Date of Appointment on Board	27-08-2019	29-10-2021
Shareholding in the Company	48,781	Nil
List of Directorships held in other Companies (excluding foreign, private, and Section 8 Company)	Nil	Citric India Limited
Memberships/ Chairmanships of committees across all companies	Nil	Chemo Pharma Laboratories Limited 1. Audit Committee 2. Nomination Remuneration Committee 3. Stakeholder Relationship Committee Citric India Limited 1. Stakeholder Relationship Committee

PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING

In Compliance with provisions of Amendment Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing Members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote 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 AGM ("Remote E-Voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure A to the notice. The Members are requested to go through them carefully.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Place: Mumbai
Date : July 28, 2022**

**Sd/-
BHAVIN SHETH
CEO & DIRECTOR
(DIN - 00114608)**

ANNEXURE A TO THE NOTICE**PLEASE READ THE INSTRUCTIONS FOR E-VOTING BEFORE EXERCISING THE VOTE.****INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**

- i. The voting period begins on **Monday, September 05, 2022 (9:00 a.m. IST) and ends on Wednesday, September 07, 2022 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cutoff date (record date) of Thursday, September 01, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective E-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to E-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period.</p>
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. After successful login, you will be able to see E-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider's website for casting your vote during the remote E-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iii. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The Shareholders should log on to the E-Voting Website - www.evotingindia.com

2. Click on "Shareholders" module.
3. Now Enter your User ID -
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in DEMAT FORM and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

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

- iv. After entering these details appropriately, click on "SUBMIT" tab.
- v. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. For shareholders holding shares in physical form, the details can be used only for Remote E-Voting on the resolutions contained in this Notice.
- vii. Click on the EVSN for the relevant **CHEMO PHARMA LABORATORIES LIMITED** on which you choose to vote.
- viii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii. If a demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xiv. There is also an optional provision to upload BR/POA if anyuploaded, which will be made available to scrutinizer for verification.

xv. Facility for Non - Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; chemopharmalab@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. PROCESS PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS :**i. For Temporary Registration of e-mail id for Demat Shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their website www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

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

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

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Sd/-
BHAVIN SHETH
CEO & DIRECTOR
(DIN - 00114608)**

**Place: Mumbai
Date : July 28, 2022**

BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**TO,
THE MEMBERS OF
M/S. CHEMO PHARMA LABORATORIES LIMITED**

The Board of Directors take pleasure in presenting the **Eightieth Annual Report** together with the Audited Financial Statements for the year ended **31st March, 2022**. The Management Discussion and Analysis has also been incorporated into this report.

1. OVERVIEW

The Financial Statements have been prepared provisions of Section 129 read with Schedule III of Companies Act, 2013 and in accordance with the Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 and under Section 133 of the said Act read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Accounting Rules, 2016. Our management accepts responsibility or the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. FINANCIAL RESULTS

Particulars	31/03/2022 (Rs.)	31/03/2021 (Rs.)
Income		
- Revenue from Operations	-	-
- Other Income	78,89,103	66,80,194
Profit before Tax and Depreciation	38,38,464	33,46,366
Less: Depreciation	1,89,310	2,39,386
Profit after Depreciation but before Tax	36,49,154	31,06,980
Less: Tax Expenses for the Current year	6,30,600	5,03,000
Less: Tax Expenses Adjustment previous year	-	1,03,255
Less: Deferred Tax Expenses/(Incomes)	(2,96,312)	-
Less: MAT Credit Entitlement	(22,84,508)	-
Profit after Tax	55,99,374	25,00,725
Earning Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	3.73	1.67

3. DIVIDEND

In order to conserve funds for the business of the Company, the Board of Directors do not recommend any dividend for the financial year 2021-2022.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2022 was Rs. 1.5 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

5. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Board of Directors of the Company are exploring new business opportunities.

6. OUTLOOK, OPPORTUNITIES AND THREATS

The Board of Directors of the Company perceive the outlook of the Company with optimism.

7. RISK AND CONCERN

The Company has adopted Risk Management Policy as per Section 134 (3) (n) of the Companies Act, 2013. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk policy defines the risk management approach which helps in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The detailed risk management policy has been hosted on the website of the Company. There are no perceived risks in the present activity.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

The Company has an in-house Internal Audit Function (IA). To maintain its objectivity and independence, the IA Department evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of IA function, process owners undertake corrective action in their respective areas and thereby strengthening the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place of ensuring proper and efficient conduct of the business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed M/s. Sarda Soni & Associates LLP as an Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of the Companies Act, 2013, the Board of Directors has adopted Internal Financial Control Policy, which has also been hosted on website of Company.

9. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have made the following appointments/re-appointments during the year under review:

Mr. Bhavin Sheth, Director of the Company was regularized and his appointment as Executive Director for a period of 5 years was ratified by shareholders by passing resolution in the Annual General Meeting held during the year.

Also, Mr. Ashok Somani appointment as Executive Director for a period of 3 years was ratified in the Annual General Meeting held during the year.

Mrs. Shanta Somani, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Balkishan Lohia ceased to be Independent Director of the Company on October 29, 2021 on account of personal health issues.

Mr. Nandkumar Pareek was appointed as an Additional Non-Executive Independent Director of the Company with effect from October 29, 2021. The said appointment shall be subject to approval of the shareholders at the forthcoming Annual General Meeting of the Company.

In accordance with the provisions of Section 161 of the Act, Mr. Nandkumar Pareek shall hold office up to the date of the forthcoming Annual General Meeting of the Company and being eligible, offer their candidature for appointment as Director of the Company. The Company has sought the approval of all shareholders for Mr. Nandkumar Pareek appointment as Non-Executive Independent Director for a term of five consecutive years.

Pursuant to the amendments in the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have registered themselves with the Databank of Independent Directors. The Directors who were not exempted from the requirement of appearing in the online proficiency test, have successfully qualified in the same.

10. INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for fulfilment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company.

Independent Directors play an important role in their governance process of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different point of view and experiences and prevents conflict of interest in the decision making process.

The appointment of Independent Director is carried out in a structured manner. The Nomination and Remuneration Committee identifies potential candidates based on certain laid down criteria and takes in to consideration the diversity of the Board.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment.

None of the Independent Directors serves as "Independent Directors" in more than seven listed entities.

During the year under review, the Independent Directors met on March 07, 2022, inter alia, to discuss:

- (a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole.
- (b) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (c) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- (d) Other related matters.

The Independent Directors have expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings.

11. INDUCTION PROGRAMME FOR NEW DIRECTORS AND ONGOING FAMILIRIAZATION PROGRAMME FOR EXISTING INDEPENDENT AND NON-INDEPENDENT DIRECTORS

An appropriate induction programme for new Directors and ongoing familiarization with respect to the business/working of the Company for all Directors is a major contribution for meaningful Board Level deliberations and sound business decisions.

At the time of appointing a Director, a formal letter of appointment is given to him/her which, inter alia, explains his/her role, function, duties and responsibilities and the Board's expectations from him/her

as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Act, SEBI Regulations and other relevant regulations and his/her affirmation taken with respect to the same.

A Presentation is also shared with newly appointed Director giving an overarching perspective of the industry, organizational set-up of the Company, the functioning of various divisions/departments, the Company's market in which it operates, governance and internal control process and other relevant information pertaining to the Company's business.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as the Director of the Company.

12. COMPOSITION OF BOARD OF DIRECTORS

The Company's Board comprises of Six Directors -Two of them are Executive Directors, One is Non-Executive Non-Independent Director and remaining three are Non-Executive Independent Directors. The Chairman of the Board is Executive Director. The number of Non-Executive Independent Directors is 50% of the total strength of the Board.

During the year, there were Four (4) Board Meetings held on 28/05/2021, 26/07/2021, 29/10/2021 and 28/01/2022. The attendance of the Directors in the Board Meetings and last Annual General Meeting is given here below-

Name of the Director	Category and Designation	No. of Board Meetings attended during the year	Whether attended last AGM	No. of Directorship in other Limited Companies	No. of Membership of committees other than the Company	No. of Chairmanship of committees other than the Company
Mr. Bhavin Sheth ¹	ED	04	Yes	01	Nil	Nil
Mr. Ashok Somani	ED	04	Yes	01	Nil	Nil
Mrs. Shanta Somani	NED	04	Yes	Nil	Nil	Nil
Mr. Mathura Prasad Sharma	ID	04	Yes	Nil	Nil	Nil
Mr. Balkishan Lohia ²	ID	03	Yes	Nil	Nil	Nil
Mr. Toby Antony	ID	03	Yes	01	Nil	Nil
Mr. Nandkumar Pareek ³	ID	02	No	01	Nil	Nil

Meetings held during the year are expressed as number of meetings eligible to attend.

¹ Appointed as Executive Director & Chief Executive Officer w.e.f. 28/01/2021.

² Ceased to be Independent Director w.e.f. 29/10/2021.

³ Appointed as Independent Director w.e.f. 29/10/2021.

ED - Executive Director

NED - Non- Executive Director

ID - Independent Director

13. BOARD COMMITTEES

The Board has constituted the following Committees of Directors:

(a) AUDIT COMMITTEE

The constitution of Audit Committee meets with the requirements of Section 178 of the Companies Act, 2013.

i. Terms of Reference

The Audit Committee acts as link between Statutory and Internal Auditor and the Board of

Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's statutory and internal audit activities. Majority of the members on the Committee, including the Chairman are Independent Directors. The Committee is governed by a Charter which is in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 read with the Rule 6 of The Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Regulations. The terms of reference of the Audit Committee are as follows -

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate commendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) Review of Management's discussion and analysis of financial condition and results of operations;
- (22) Review of Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (23) Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (24) Review Internal audit reports relating to internal control weaknesses; and
- (25) Review the appointment, removal and terms of remuneration of the chief internal auditor;
- (26) Review of Statement of deviations if any; and
- (27) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") or by any other regulatory authority.

ii. **Composition**

The Audit Committee comprises of three members, all of which are Independent Directors.

Following are the members of the committee :

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

During the year under review, the Audit Committee was re-constituted by inducting Mr. Nandkumar Pareek as a member. Mr. Balkishan Lohia ceased to be a member of the Audit Committee on account of personal health issues as an Independent Director of the Company.

The Audit Committee met for Four (4) times during the year i.e. on 28/05/2021, 26/07/2021, 29/10/2021, and 28/01/2022. The attendance of Members at the Audit Committee was as follows:

Name of Director	Category	Meetings during the year 2021-2022	
		Held	Attended
Mr. Balkishan Lohia ¹	Member	3	3
Mr. Toby Antony	Member	4	3
Mr. Mathura Prasad Sharma	Member	4	4
Mr. Nandkumar Pareek ²	Member	1	1

¹ Ceased to be a member of the Committee w.e.f. 29/10/2021.

² Appointed as member of the Committee w.e.f. 29/10/2021.

Meetings held during the year are expressed as number of meetings eligible to attend.

iii. **The Powers of the Audit Committee include:**

- To investigate any activity within its terms of reference.
- To seek information from any employee.

- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

iv. Internal Financial Controls and Governance Process

- a. Review the adequacy and effectiveness of the Company's system and internal controls.
- b. Review and discuss with the Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- c. To oversee and review the functioning of vigil mechanism (implemented in the Company as Ethical view Reporting Policy) and to review the findings of investigations into cases of material nature and the actions taken in respect thereof.

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

The Representative of the Statutory Auditors are permanent invitees to the Audit Committees. They have attended all the Audit Committee Meetings held during the year. The Chief Financial Officer (CFO) attended the meetings of Committee. The Company Secretary is the Secretary to the all the Committee Meetings of the Company.

(b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three Members all of which are Independent Directors. The Committee is governed by a Charter.

i. Terms of Reference

The terms of reference of the Committee are as follows -

- a) To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company.
- b) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- c) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost.
- d) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- e) To look into Shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc.
- f) To delegate all or any of its powers of Officers/ Authorized Signatories of the Company.
- g) To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities.
- h) To issue and allot debentures, bonds another securities, subject to such approvals as may be required;
- i) To approve and monitor Dematerialization of shares / debentures / other securities and all matters incidental or related thereto.
- j) 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.

ii. Composition

The constitution and terms of reference of the Stakeholders Relationship Committee is in pursuance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(5) of the Companies Act, 2013.

Following are the members of the committee :

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

During the year under review, the Stakeholder Relationship Committee was re-constituted by inducting Mr. Nandkumar Pareek as a member and Mr. Balkishan Lohia ceased to be a member of the Stakeholder Relationship Committee on account of personal health issues as an Independent Director of the Company.

The Committee met Four (4) times during the year i.e. on 28/05/2021, 26/07/2021, 29/10/2021 and 28/01/2022. The attendance of Members at the Stakeholder Relationship Committee was as follows:

Name of Director	Category	Meetings during the year 2021-2022	
		Held	Attended
Mr. Balkishan Lohia ¹	Member	3	3
Mr. Toby Antony	Member	4	3
Mr. Mathura Prasad Sharma	Member	4	4
Mr. Nandkumar Pareek ²	Member	1	1

¹ Ceased to be a member of the Committee w.e.f. 29/10/2021.

² Appointed as member of the Committee w.e.f. 29/10/2021.

Meetings held during the year are expressed as number of meetings eligible to attend.

iii. Powers of the Committee

The Powers of the Stakeholder Relationship Committee include:

- To approve and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate certificates by the Company;
- To look into various issues relating to shareholders, including the redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc; and
- To carry out the functions envisaged under the Code of Conduct for Prevention of Insider trading, which is effective from 15th May, 2015.

Details of investor complaints received and redressed during the year 2021-22 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
0	1	1	0

(c) **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is governed by a Charter. The Chairman along with the other members of the Committee are Independent Directors.

i. **Terms of Reference**

The terms of reference of the Committee interalia include the following -

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;

(4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

(5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

ii. **Composition**

The Composition of the Committee is composed pursuant to the Section 178 of the Companies Act, 2013.

Following are the members of the committee :

- | | | |
|------------------------------|---|----------|
| 1. Mr. Nandkumar Pareek | - | Chairman |
| 2. Mr. Toby Antony | - | Member |
| 3. Mr. Mathura Prasad Sharma | - | Member |

During the year under review, the Nomination and Remuneration Committee was re-constituted by inducting Mr. Nandkumar Pareek as a member. Mr. Balkishan Lohia ceased to be a member of the Nomination and Remuneration Committee on account of personal health issues as an Independent Director of the Company

The Nomination and Remuneration Committee met for one time during 2021-2022 i.e. on 29/10/2021.

Name of Director	Category	Meetings during the year 2021-2022	
		Held	Attended
Mr. Balkishan Lohia ¹	Member	1	1
Mr. Toby Antony	Member	1	1
Mr. Mathura Prasad Sharma	Member	1	1
Mr. Nandkumar Pareek ²	Member	Nil	Nil

¹ Ceased to be a member of the Committee w.e.f. 29/10/2021.

² Appointed as member of the Committee w.e.f. 29/10/2021.

Meetings held during the year are expressed as number of meetings eligible to attend.

14. **BOARD EFFECTIVENESS**

a. **FAMILIARIZATION PROGRAM FOR THE INDEPENDENT DIRECTORS**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry, in which the Company operates the business model etc. The same is also available on the website of the Company and can be accessed.

b. **PERFORMANCE EVALUATION OF THE BOARD AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee respectively. The Chairman of the Board of Directors individually get an overview of the functioning of the Board and its constituents inter alia on the following broad criteria i.e. attendance and level of participation independence of judgment exercised by Independent Directors, interpersonal relationship etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its

minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

c. KEY MANAGERIAL PERSONNEL

The following persons have been designated as Key Managerial Personnel of the Company pursuant to the Section 2 (51) and 203 of the Companies Act, 2013 read with rules there under -

1. Mr. Ashok Somani - Chief Financial Officer and Director
2. Mr. Bhavin Sheth - Chief Executive Officer and Director
3. Mrs. Neha Vora - Company Secretary and Compliance Officer

15. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review there were Four (4) Board Meetings, Four (4) Audit Committee Meetings, Four (4), Stakeholders Relationship Committee Meetings and One (1) Nomination and Remuneration Committee Meeting were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The attendance of Meetings are enumerated in the table below -

<u>Board Meetings Held During the Year</u>			
Sr. No.	Date on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1.	28/05/2021	6	5
2.	26/07/2021	6	6
3.	29/10/2021	6	6
4.	28/01/2022	6	6

<u>Audit Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	28/05/2021	3	2
2.	26/07/2021	3	3
3.	29/10/2021	3	3
4.	28/01/2022	3	3

<u>Stakeholders Relationship Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	28/05/2021	3	2
2.	26/07/2021	3	3
3.	29/10/2021	3	3
4.	28/01/2022	3	3

<u>Nomination and Remuneration Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	29/10/2021	3	3

16. DIRECTOR`S RESPONSIBILITY STATEMENT

In terms of Section 134 of the Companies Act, 2013, We, the Directors of **Chemo Pharma Laboratories Limited**, state in respect of Financial Year 2021-2022 that:

- a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) The Directors have selected the accounting policies, 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.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.
- e) The Directors have ensured that Proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- f) The Directors reviewed that systems are in compliance with the provisions of all applicable laws and were in place and were adequate and operating effectively.

17. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

18. RELATED PARTY TRANSACTIONS

There was one Related Party Transactions pursuant to Section 188 (1) of the Companies Act, 2013 read with Rule 15 of The Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures pursuant to Accounting Standards on related party transactions have been made in the note no. 19 of Notes to Financial Statements.

The policy on Related Party Transaction approved by the Board has been hosted on the website of the Company.

19. DEPOSITS

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

20. PARTICULARS OF EMPLOYEES

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all Shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

21. STATUTORY AUDITORS

The Auditors, M/s Sanjay Rane & Associates (Firm Registration No. - 121089W), Chartered Accountants were appointed as Statutory Auditors for a period of five continuous years from the conclusion of 79th AGM held during the year under review till the conclusion of 84th AGM.

Certificate from the Auditors has been received to the effect that they are eligible to act as auditors of the Company and their appointment would be within the limits as prescribed under Section 141 of the Act.

The Auditors have confirmed that they have subjected themselves to the peer review process of ICAI and hold valid certificate issued by the Peer Review Board of the ICAI.

As per the requirement of SEBI Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India and the same has been put up in the Notice of Annual General Meeting for approval of the members of the Company.

However, as per Companies (Amendment) Act, 2017 notified on 7th May, 2018 the provisions regarding the ratification of auditor has been done away.

22. AUDITOR'S REPORT

The Statutory Auditors of the Company in their report have not made any adverse comments or qualifications on the accounts of the Company except for the explanations given in the note number 13 and 14 of the notes to account of the Financial Statements of the Company which are self explanatory and for which no further comments are required in respect thereof.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, in terms of the powers conferred under Section 15 I of the SEBI Act read with rule 5 of the Rules, Adjudicating Officer (AO) has imposed monetary penalty of Rs. 4,00,000/- (Four Lakhs Rupees Only) vide SEBI AO Order No. Order/VV/NK/2022-23/15943-15946 dated April 12, 2022 on the Company & three other noticee payable jointly and severally in the matter of Indian Infotech & Software Limited for non-compliance of regulation 11(1) read with 14 of the Takeover Regulations.

The penalty of Rs. 4,00,000/- (Four Lakhs Rupees Only) has been paid to SEBI on April 13, 2022.

24. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed M/s. Kavita Khatri & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for the financial year 2021-22. The Report of the Secretarial Auditors is enclosed as "**Annexure C**" to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

25. INTERNAL AUDIT

The Board of Directors on recommendation of Audit Committee appointed M/s. Sarda Soni Associates LLP, Practising Chartered Accountants, to undertake the Internal Audit of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

26. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

As required under Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, etc. are not given as there has not been any manufacturing operation during the under report. A copy of Statements of Particulars under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 have been Annexed along with Board's Report in "**Annexure B**".

27. ANNUAL RETURN

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 the Annual Return of the Company as on March 31, 2022 is available on company's website at www.thechemopharmalaboratoriesltd.com

28. CORPORATE GOVERNANCE

Pursuant to the Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st December, 2015, the Company is not required to

comply with provisions of Corporate Governance as its Paid-up capital is less than Rs. 10 Crore and its net worth is also less than Rs. 25 Crore as on 31/03/2022.

29. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism/ Whistle Blower Policy in place since 2014 pursuant to the Section 177(9) of the Companies Act, 2013 read with Rule 7 of (the Companies of Board and its Powers) Rules, 2014 for reporting the genuine concerns of Directors and Employees and also provide adequate safeguards against victimization of persons who use such mechanism. The details of this policy are published on the website of the Company.

30. INTERNAL FINANCIAL CONTROL POLICY

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

31. CODE OF CONDUCT OF INDEPENDENT DIRECTORS

As per the requirement of Schedule IV of the Companies Act, 2013, the Board of Directors have adopted Code of Conduct of Independent Director in its meeting held on 26/09/2014, for the fulfillment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company, a copy of detailed policy is published on the website of the Company.

32. PERFORMANCE EVALUATION POLICY

As per the Listing Agreement entered into with the Company, every Listed Company needs to adopt Performance Evaluation Policy for annual evaluation of the Board of Directors and of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Company adopted it in its meeting dated 29/09/2014, details of this Policy is published on the Website of the Company.

33. RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy aimed to ensure resilience for sustainable growth and sound corporate governance by having a process of risk identification and management in compliance with the provisions of the Companies Act, 2013.

34. ADOPTION POLICIES UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors had adopted the policies prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in its meeting dated 21st January, 2016, copies of which is hosted on website of the Company.

The Polices which were adopted are as follows -

- a. Archival Policy
- b. Policy on Determination of Materiality of Events or Information Materiality
- c. Policy on Preservation of Records
- d. Policy on Materiality of Related Party

35. PREVENTION OF SEXUAL HARRASEMENT OF WOMEN AT THE WORKPLACE

The Company is an equal opportunity provider and continuously strives to build a work culture which promotes the respect and dignity of all employees across the Organization. In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there-under, the Company has formulated a well defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at the workplace. All women who are associated with the Company either as permanent employees or temporary employees or contractual persons including service providers at Company sites are covered under the above policy. The said policy has been uploaded on the website of the Company.

An Internal Complaint Committee (ICC) has been set up comprising of two female and one male employee. One of the female employees is the Chairperson and a female member is the Secretary of the Committee. There is one external male member on the Committee who is a specialist in dealing with such matters. Apart from the above, there is one female nodal person to receive and forward complaints either to the First Instance Person (FIP).

36. **PROHIBITION OF INSIDER TRADING**

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into force on 15th May, 2015. Pursuant thereto, the Company has formulated and had adopted a Code for Prevention of Insider Trading. Further the SEBI notified Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 on 31st December, 2018 directing the listed entities to adopt revised code of conduct as per the amendments listed in the circular.

The Company adopted the new Code of Conduct for Prevention of Insider Trading to Regulate, Monitor and Report Trading by Insiders. This code is applicable to all key managerial personnel, connected persons and designated person of the Company and the persons who have access to unpublished price sensitive information relating to the Company.

The Board of Directors in its meeting held on 27th May, 2019 adopted the policy. A Copy of Detailed Policy is hosted on the website of the Company.

37. **GENERAL BODY MEETINGS**

(a) Location and time where last three Annual General Meetings were held:

Annual General Meetings

Financial Year	Date	Time	Location	No. of Special Resolutions passed
2020-2021	01/09/2021	04:00 p.m.	Conducted through VC	5
2019-2020	27/09/2020	04:00 p.m.	Conducted through VC	Nil
2018-2019	27/08/2019	04:00 p.m.	At Regd. Office, Kumud Apt., Kalyan	3

No resolution has been passed through Postal Ballot

38. **OTHER DISCLOSURES**

a. **Subsidiary Companies**

The Company has No Subsidiary Companies.

b. **Disclosure of Accounting Treatment**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India along with Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable. The Financial Statements have been prepared on their historical cost convention and in accordance with the normally the normally accepted accounting principles on accrual basis.

39. **MEANS OF COMMUNICATION**

1. **Quarterly Results:**

The Company has submitted Audited and Un-audited Quarterly Results to the Bombay Stock Exchange.

2. Newspapers wherein normally published: Free Press Journal, Mumbai Nav Shakti, Active Times and Mumbai Lakshwadeep.

3. Whether Management Discussion & Analysis Report is a part of Annual Report: Yes.

40. GENERAL SHAREHOLDER INFORMATION

(a) **AGM DATE, TIME AND VENUE** : Annual General Meeting will be held on **Thursday, September 08, 2022** at the Registered office of the Company situated at 5, Kumud Apartment CHS Limited, Karnik Road Chikan Ghar, Kalyan, Thane - 421301 at **04:00 p.m.**

(b) FINANCIAL CALENDAR FOR 2022-2023**Tentative Schedule**

Un-audited Results for quarter ending June 30, 2022	upto 14 th August, 2022
Un-audited Results for quarter ending September 30, 2022	upto 14 th November, 2022
Un-audited Results for quarter ending December 31, 2022	upto 15 th February, 2023
Audited Annual Results for the year ending March 31, 2023	upto 30 th May, 2023

(c) **DATE OF BOOK CLOSURE AND RECORD DATE** : Share Transfer Register will be closed from **September 02, 2022 to September 08, 2022 (both days inclusive)** and **Record Date will be September 01, 2022**

(d) Dividend payment date: **Not Applicable**

(e) Company's Shares are listed in **Bombay Stock Exchange**

(f) Stock Code: **506365**

(g) MARKET PRICE DATA: HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR (2021-2022)

Month	BSE Price (Rs.)	
	High	Low
April, 2021	31	17.85
May, 2021	31	26.20
June, 2021	30.15	24.65
July, 2021	26.75	23.5
August, 2021	26	21.7
September, 2021	26.75	23.25
October, 2021	26.7	22.7
November, 2021	31.95	25.55
December, 2021	32.8	26.7
January, 2022	49.45	32.85
February, 2022	47.1	39.55
March, 2022	43.70	36.10

(h) REGISTRAR AND SHARE TRANSFER AGENT

The Registrar and Share Transfer Agent of the Company is Purva Sharegistry (India) Private Limited (SEBI Reg. No. -INR000001112) for handling and dealing with all aspects of investor servicing relating to shares in both physical and demat form.

The Contact Details of our Registrar and Share Transfer Agents are as follows:

Purva Sharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estate,

J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011

Tel No. - (022) 23012518

Email Id - support@purvashare.com

(i) SHARE TRANSFER SYSTEM WITH NUMBER OF SHARES TRANSFERRED

Shares transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are completed in all respects. The Stakeholders Relationship Committee meets periodically. The total numbers of shares transferred during the financial year under review were as below:

Particulars	No. of cases	No. of shares
Transfer	0	0
Other cases	0	0
Name Deletion	4	399
Transmission	1	300
Total	5	699

(j) Dematerialization of shares and liquidity: **Yes**

(k) Outstanding GDRs/Warrants, Convertible Bonds, conversion date and its impact on equity: **Nil**

(l) DISTRIBUTION OF SHARES AS ON 31/03/2022

No. of Shares	No. Shareholders	% of Holding
Up to 5000	5993	96.27
5001-10,000	148	2.38
10,001-20,000	54	0.87
20,001-30,000	10	0.16
30,001-40,000	3	0.05
40,001-50,000	5	0.08
50,001-1,00,000	6	0.10
Above 1,00,001	6	0.10
Total	5949	100.00

(m) DISCLOSURE IN REGARD TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company Secretary. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(n) REDRESSAL OF SHAREHOLDERS GRIEVANCE

The Shareholders of the Company can send their complaints/grievances to either the address of Registered Office as mentioned above or to the Registrar and Share Transfer Agents or to the Corporate Office of the Company which is following:

Chemo Pharma Laboratories Limited

03rd Floor, Empire House, 214, Dr. D. N. Road, Mumbai - 400 001.

You can also post your query to our Email Address i.e. chemopharmalab@gmail.com

OR

Purva Sharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai - 400011

You can also post your query to Email Address i.e. support@purvashare.com

41. POSTAL BALLOT

There were no resolutions passed through Postal Ballot Mode.

42. ANNUAL LISTING FEES

Pursuant to Regulation 14 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has paid the Listing Fees for the period 01/04/2021 - 31/03/2022.

Further, the Company has paid Annual Custody Fees for the financial year 2021-22 to both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within the stipulated time.

43. ENHANCING SHAREHOLDERS VALUE

Our Company believes that its Members are among its most important stakeholders. Accordingly, our Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Our Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

44. CAUTIONARY STATEMENT

Statements in the Board Report and the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed in the statement. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

45. ACKNOWLEDGEMENT

The Directors of the Company are thankful to the Central and State Government Departments for their continued guidance and Co-operation. The Directors also gratefully to all valuable stakeholders of the Company viz. customers, Members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)**

**Place: Mumbai
Date : May 27, 2022**

ANNEXURE B – TO THE BOARD'S REPORT

Statements of Particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

a. Conservation of Energy	Nil
b. Technology Absorption	Nil
c. Foreign Exchange Earning and Outgo	Nil

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)

Place: Mumbai
Date : May 27, 2022

CEO / CFO CERTIFICATE

{Issued in accordance with provisions of Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015}

To the Board of Directors of Chemo Pharma Laboratories Limited

Dear Sirs,

We, **Bhavin Sheth, CEO** and **Ashok Somani, CFO** of **Chemo Pharma Laboratories Limited** certify to the Board that:

1. We have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended 31st March, 2022 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material facts or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the Financial Statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of our knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. We have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee:

- a) that there were no significant changes in the Company's internal control over financial reporting during the year; and
- b) that there were no significant changes in accounting policies during the year; and
- c) that there were no instances of significant fraud of which we have become aware.

Place: Mumbai
Date : May 27, 2022

Sd/-
Bhavin Sheth
Chief Executive Officer

Sd/-
Ashok Somani
Chief Financial Officer

ANNEXURE C
SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended 31st March, 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,
CHEMO PHARMA LABORATORIES LTD,
5, Kumud Apartment CHS Limited,
Karnik Road Chikan Ghar, Kalyan,
Thane, Maharashtra - 421301

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHEMO PHARMA LABORATORIES LIMITED** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 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:

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022, to the extent applicable provisions of :

- I. The Companies Act, 2013 ("**The Act**") and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable for the year under review**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are as follows:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable for the period under review.**
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. The Production unit of the Company is not in active state at present, so the Company has not engaged in any other business activities and no other laws are specifically applicable to it.

We 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);

During the year under review, the Company in general has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Obligations mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all 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.

We 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.

We further report that during the audit period;

- Mr. Balkishan Lohia (DIN: 00079120) ceased to be Independent Director of the Company due to personal health reason w.e.f. 29th October, 2021.
- The Board approved appointment Mr. Nandkumar Pareek (DIN: 00105330) as Additional Non-Executive Independent Director of the Company for a period of five years w.e.f 29th October, 2021 to 28th October, 2026 subject to approval of shareholders in ensuing Annual General Meeting.
- The Company is in the process of transferring unclaimed shares to the Demat suspense account as per Regulation 39(4) of SEBI (LODR) Regulations, 2016.

**For Kavita Khatri & Associates
Company Secretaries**

**Sd/-
Kavita Khatri
Proprietor**

**Membership No.: A25076
CP No.: 9006**

**Place: Ahmedabad
Date : May 27, 2022
ICSI UDIN: A025076D000397096**

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

ANNEXURE - I

To,
The Members,

CHEMO PHARMA LABORATORIES LIMITED

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

**For Kavita Khatri & Associates
Company Secretaries**

**Place: Ahmedabad
Date : May 27, 2022
ICSI UDIN: A025076D000397096**

**Sd/-
Kavita Khatri
Proprietor
Membership No.: A25076
CP No.: 9006**

INDEPENDENT AUDITOR'S REPORT

To
The Members of CHEMO PHARMA LABORATORIES LIMITED,
Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **CHEMO PHARMA LABORATORIES LIMITED ("the Company")** which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2017, as amended, ('Ind AS') and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and **Profit**, and Total Comprehensive Income and its Cash Flows for the year ended on that date.

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.

Emphasis of Matter Paragraph:

We draw attention to the following matters in the Notes to the Financial Statements:

- a) Company received dividend of Rs. 200 from Shreyas Shipping & Logistics Limited during the year, although Company did not have shares holding of Shreyas Shipping & Logistics Limited. The management informed the shares were sold long back however, transferee may not have transferred in his name.
- b) Physical Share Certificates were not available for verification in relation to Share of Shamrao Vithal Co.-Op. Bank Ltd. (Nos.-1 Rs. 25), Capexil (Agencies) Ltd. (Nos.-5 Rs. 5,000), City Co.-Op. Bank Ltd. (Nos.-1000 Rs. 25,000) as well as Investment Certificate of Government Securities like 12 Years National Defence Certificates (Rs. 500) & 7 Years National Defence Certificates (Rs. 5,000).

Our opinion is not modified in respect of these matters since the value of the said shares is not material.

Key Audit Matters:

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

Responsibility of Management for the Standalone Financial Statements:

The Company's management and 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, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian

accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements :

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements :

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 the operating effectiveness of such controls, refer 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company has disclosed the impact of pending litigation on its Ind AS financial position in its financial statement. Refer Note 18 & 20 to the Ind AS financial statements.
 - 2) The Company did not have any long term contract including derivative contract as at March 31, 2022 for which there were any material foreseeable losses.
 - 3) There are no amounts which were required to be transferred to the Investor Education and Protection Fund by Company for the Year Ending on March 31, 2022.

**For Sanjay Rane & Associates,
Chartered Accountants
(FRN: 121089W)**

Sd/-

**CA Abhijeet Deshmukh
Partner**

MRN: 129145

UDIN : 22129145AJSBES9983

**Place: Mumbai
Date : May 27, 2022**

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' Section of our Report of Even Date)

Report on Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) Fixed Assets were physically verified by the Management during the current year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its Fixed Assets.
- (c) The Company does not have immovable property, Hence the paragraph 3(i)(c) of the order is not applicable.
- (ii) The Company does not have any inventory; accordingly, paragraph 3(ii) of the order is not applicable.
- (iii) (a) The Company has given loan to one party covered in the register maintained under Section 189 of the Companies Act, 2013. According to the information and explanation provided to us the terms and conditions of the loan was not prejudicial to the interest of the Company.
- (b) In the case of the loans granted to the company in the register maintained under Section 189 of the Act, the terms of arrangements did not stipulate any repayment schedule and the amount was repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the amount.
- (c) There are no overdue amounts in respect of the loans granted to the companies listed in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, company has not accepted deposits or deemed deposits under Section 73 to 76 of the Act.
- (vi) In our opinion, Clause 3(vi) of the order for maintenance of the cost records under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Income Tax and other material Statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Value Added Tax, Service Tax, Cess and Other Material Statutory dues were in arrears as at 31st March, 2022 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, the dues in respect of Sales Tax, Income Tax, Custom Duties, Wealth Tax, Excise Duty and Cess that have been deposited with the appropriate authorities except in cases where there is a dispute. The details of dispute and the forum where such disputes are pending is given below:

Name of the Statute	Nature of the dues	Amount (Rs.)	Forum where dispute is pending
Central Sales Tax Act	Central Sales Tax FY 1989-90	1,67,560	Company has filed an appeal against Order in High Court
Maharashtra Sales Tax Act	Sales Tax FY 1989-90	9,50,255	Company has filed an appeal against Order in High Court

- (viii) The Company does not have any transactions which are not recorded in the accounts have been disclosed or surrendered before the tax authorities as income during the year. Accordingly, paragraph 3(Viii) of the Order is not applicable.
- (ix) The Company does not have any loans or borrowings from any Financial Institution, Banks, Government or Debenture Holders during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- (x) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the order is not applicable.
- (xi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, Company have an internal audit system in accordance with its size and business activities.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any Non-cash Transactions with its directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.
- (xvii) Company does not incurred any cash losses in the financial year and immediately preceding financial year.
- (xviii) During the year, there has been no resignation of statutory auditors.
- (xix) In our opinion, company meet its the liabilities which exist as at the Balance Sheet date when such liabilities are due in the future.
- (xx) In our opinion, clause 3(xx) of the order for obligations under Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 is not applicable to the Company.
- (xxi) In our opinion and according to the information and explanations given to us, Company does not have any subsidiaries; associates and joint venture Therefore this clause is not applicable.

**For Sanjay Rane & Associates,
Chartered Accountants
(FRN: 121089W)**

Sd/-

**CA Abhijeet Deshmukh
Partner**

MRN: 129145

UDIN : 22129145AJSBES9983

**Place: Mumbai
Date : May 27, 2022**

Annexure B

To The Independent Auditor's Report of even date on the Ind AS Financial Statements of CHEMO PHARMA LABORATORIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of CHEMO PHARMA LABORATORIES LIMITED,

We have audited the internal financial controls over financial reporting of **Chemo Pharma Laboratories Limited ("the Company")** as of 31 March 2022 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's Management is responsible for establishing and maintaining Internal Financial Controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). 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 the 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.

Auditor's 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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 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 Ind AS Financial Statements in accordance with generally accepted accounting principles, and that

receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sanjay Rane & Associates,
Chartered Accountants
(FRN: 121089W)**

Sd/-

**CA Abhijeet Deshmukh
Partner**

MRN: 129145

UDIN : 22129145AJSBES9983

**Place: Mumbai
Date : May 27, 2022**

BALANCE SHEET AS AT MARCH 31, 2022

	NOTES	As at March 31, 2022 (in Rupees)	As at March 31, 2021 (in Rupees)
ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	3,91,237	5,21,718
(b) Financial Assets			
(i) Investments	3	2,94,41,754	4,07,271
(ii) Loans	4	2,12,42,740	-
(c) Deferred Tax Assets	5	25,80,820	-
Total Non-Current Assets		5,36,56,551	9,28,989
2 Current Assets			
(a) Financial Assets			
(i) Cash & Cash Equivalents	6	68,58,687	2,17,11,005
(ii) Bank Balances other than (i) above	7	5,50,00,000	8,70,00,000
(iii) Other Financial Assets	8	-	1,18,866
(b) Current Tax Assets	9	11,14,495	7,73,399
Total Current Assets		6,29,73,182	10,96,03,270
TOTAL ASSETS		11,66,29,733	11,05,32,259
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	10	1,50,00,000	1,50,00,000
(b) Other Equity	11	10,05,47,184	9,49,47,810
Total Equity		11,55,47,184	10,99,47,810
2 Liabilities			
Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	12	51,949	81,449
(b) Provisions	13	10,30,600	5,03,000
Total Current Liabilities		10,82,549	5,84,449
TOTAL EQUITY AND LIABILITIES		11,66,29,733	11,05,32,259
Summary of Significant Accounting Policies		1	
The accompanying Notes from 1 to 26 are Integral part of Financial Statements.			

As per our Report of even date attached

For Sanjay Rane & Associates
Chartered Accountants
Firm Reg. No. 121089W

Sd/-
CA. Abhijeet Deshmukh
Partner (Membership No. 129145)
UDIN : 22129145AJSBES9983

Place : Mumbai
Date : May 27, 2022

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
BHAVIN SHETH
DIRECTOR & CEO
DIN NO.: 00114608

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

	NOTES	For the Year Ended March 31, 2022 (in Rupees)	For the Year Ended March 31, 2021 (in Rupees)
I. INCOME			
(a) Revenue from Operations		-	-
(b) Other Income	14	78,89,103	66,80,194
Total Income		78,89,103	66,80,194
II. EXPENSES			
(a) Employee Benefit Expenses	15	17,30,953	12,73,631
(b) Depreciation and Amortisation Expenses	2	1,89,310	2,39,386
(c) Other Expenses	16	23,19,686	20,60,197
Total Expenses		42,39,949	35,73,214
III. Profit /(Loss) Before Taxation (I) - (II)		36,49,154	31,06,980
IV. Less: Tax Expenses			
(i) Current Tax		6,30,600	5,03,000
(ii) Tax Adjustment for Previous Year		-	1,03,255
(iii) Deferred Tax Expenses / (Incomes)		(2,96,312)	-
(iv) MAT Credit Entitlement		(22,84,508)	-
V. Profit / (Loss) for the year (III) - (IV)		55,99,374	25,00,725
VI. Other Comprehensive Income (OCI)			
(i) Items that will not be reclassified to Profit or Loss:		-	-
(ii) Income Tax relating to items that will not be reclassified to Profit and Loss		-	-
Other Comprehensive Income for the Year, Net of Tax		-	-
VII. Total Other Comprehensive Income for the year(V-VI)		55,99,374	25,00,725
Earnings per Equity Share (Face Value of Rs. 10)			
Basic and Diluted (in Rs.)	17	3.73	1.67
Summary of Significant Accounting Policies		1	
The accompanying Notes from 1 to 26 are Intergral part of Financial Statements.			

As per our Report of even date attached

For Sanjay Rane & Associates
Chartered Accountants
Firm Reg. No. 121089W

Sd/-
CA. Abhijeet Deshmukh
Partner (Membership No. 129145)
UDIN : 22129145AJSBES9983

Place : Mumbai
Date : May 27, 2022

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
BHAVIN SHETH
DIRECTOR & CEO
DIN NO.: 00114608

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

PARTICULARS	For the Year Ended March 31, 2022 (in Rupees)	For the Year Ended March 31, 2021 (in Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extra-ordinary Items	36,49,154	31,06,980
Adjustment for :		
Depreciation	1,89,310	2,39,386
Dividend Income	(19,64,856)	(4,344)
Interest Income	(47,45,802)	(53,08,634)
Operating Profit Before Working Capital Changes	(28,72,194)	(19,66,612)
Adjustment for :		
Increase / (Decrease) in Other Current Liabilities	4,98,100	(13,68,354)
Decrease / (Increase) in Current Assets	(2,22,230)	1,28,370
Purchase of Property, Plant and Equipment	(58,829)	(13,570)
Cash Generated From Operations	2,17,041	(12,53,554)
Taxes Paid	(6,30,600)	(8,63,255)
Cash Flow From Operating Activities	(32,85,753)	(40,83,421)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Income	19,64,856	4,344
Interest Income	47,45,802	53,08,634
Purchase / (Sale) of Investment	(2,90,34,484)	(1,70,240)
(Investment) / Proceeds from Maturity of Fixed Deposits (Net)	3,20,00,000	(70,00,000)
Cash Flow From Investing Activities	96,76,175	(18,57,262)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from ICD Re-paid / (Given)	(2,12,42,740)	1,95,67,600
Cash Flow From Financing Activities	(2,12,42,740)	1,95,67,600
Net Increase/(Decrease) in Cash and Cash Equivalents	(1,48,52,318)	1,36,26,917
Opening Balance of Cash and Cash Equivalents	2,17,11,005	80,84,088
Closing Balance Of Cash and Cash Equivalents	68,58,687	2,17,11,005

Note:

- The above Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS-7 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous Year's Cash & Cash Equivalents figures have been re-arranged/re-grouped and as such the Fixed Deposits have been re-grouped from 'Cash and Cash Equivalents' to 'Other Bank Balances' and impacted the Opening Balance and Closing Balance of Cash and Cash Equivalents of previous year by Rs. 8,00,00,000/- and 8,70,00,000/- respectively as the same was reported as Rs. 10,87,11,005/- and 8,80,84,088/- respectively during F.Y. 2020-21.

As per our Report of even date attached

For Sanjay Rane & Associates
Chartered Accountants
Firm Reg. No. 121089W

Sd/-
CA. Abhijeet Deshmukh
Partner (Membership No. 129145)
UDIN : 22129145AJSBES9983

Place : Mumbai
Date : May 27, 2022

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
BHAVIN SHETH
DIRECTOR & CEO
DIN NO.: 00114608

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(Currency : Indian Rupees)

(a) Equity Share Capital :

As at March 31, 2021	1,50,00,000
Changes in Equity Share Capital	-
As at March 31, 2022	1,50,00,000

(b) Other Equity :

	Reserves and Surplus			Total Equity
	Capital Reserve	Investment Allowance Reserve	Retained Earnings	
Balance at April 1,2021	4,84,46,784	29,67,954	4,35,33,072	9,49,47,810
Profit / (Loss) for the Year Ended March 31, 2022	-	-	55,99,374	55,99,374
Other Comprehensive Income/(Loss)	-	-	-	-
Balance at March 31, 2022	4,84,46,784	29,67,954	4,91,32,446	10,05,47,184
Balance at April 1, 2020	4,84,46,784	29,67,954	4,10,32,347	9,24,47,085
Profit / (Loss) for the Year Ended March 31, 2021	-	-	25,00,725	25,00,725
Other Comprehensive Income/(Loss)	-	-	-	-
Balance at March 31, 2021	4,84,46,784	29,67,954	4,35,33,072	9,49,47,810

As per our Report annexed

For Sanjay Rane & Associates
Chartered Accountants
Firm Reg. No. 121089W

Sd/-
CA. Abhijeet Deshmukh
Partner (Membership No. 129145)
UDIN : 22129145AJSBES9983

Place : Mumbai
Date : May 27, 2022

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
BHAVIN SHETH
DIRECTOR & CEO
DIN NO.: 00114608

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**1) Company Overview :****A) Corporate Information :**

The Company is a Public Company domiciled in India and it is incorporated on 17th August, 1942 under provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) of India. The registered office of the Company is located at Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421 301.

B) Basis of Preparation of Financial Statements :

The Financial Statement have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All Assets and Liabilities have been classified as Current or Non-current as per the operating cycle criteria set out in the Schedule III to the Companies Act 2013.

2) Significant Accounting Policies :**A) Revenue Recognition :**

Revenue / Income and Cost / Expenditure are generally accounted on accrual as they are earned or incurred. Other Income is Comprised primarily of interest income, dividend income and gain/loss on investments. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

B) Employees Benefits :

- 1) Company's Contribution to Provident Fund are charged to Profit & Loss Account.
- 2) Gratuity payable to Employees is calculated as per provisions of the Gratuity Act. However, there is no gratuity payable till current year for the Company.
- 3) Leave Encashment benefit is payable at the time of retirement. The Company provides for the unconsumed leaves till the year, however there is no liability payable for the Company.

C) Classification of Current / Non-Current Assets and Liabilities:

All the Assets and Liabilities have been classified as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements".

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is Cash or Cash Equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

All other Assets / Liabilities are classified as Non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in Cash or Cash Equivalents, the Company has ascertained its normal operating cycle as twelve months for the purpose of Current / Non-current classification of Assets and Liabilities.

D) Property, Plant and Equipment :

Property, Plant and Equipment are valued at cost of acquisition less depreciation.

Property, Plant and Equipment are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of creditable Cenvat, Service Tax, Value Added Tax and Goods and Service Tax, if any, and any attributable cost of bringing the assets to its working condition for its intened use.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement or impairment of the asset and reluctant gains or losses are recognised in the Statement of Profit and Loss.

E) Depreciation and Amortisation on Property, Plant and Equipment :

Depreciation / Amortisation on Property, Plant and Equipment is charged on WDV basis so as to write off original cost of the assets over the useful lives. The useful life of the fixed assets as prescribed under the Companies Act, 2013 are as under:

Type of Assets	Useful life (in Years)
Computer	3
Motor Car	8
Air Conditioner	10

F) Cash & Cash Equivalents :

Cash and Cash Equivalents, in Balance Sheet and in Cash Flow Statement, includes Cash in Hand, Term Deposit with Bank and Other Short Term Highly Liquid Investments with original maturities of three months or less.

G) Investment :

Long Term Investments are stated at cost less provision for diminution in value other than temporary if any.

H) Taxes on Income :

i. Current Tax :

Provision for Current Income Tax is made on the taxable income using the applicable tax rates and tax laws. Advance Income Tax and Provision for Current Tax is disclosed in the Balance Sheet at Net as these are settled on net basis.

ii. Deferred Tax :

Deferred Tax arising on account of timing differences and which are capable of reversal in one or more subsequent period is recognised using the tax rate tax laws that have been enacted or substantively enacted. Deferred Tax Assets are not recognised unless there is virtual certainty with respect to the reversal of the same in future years.

I) Financial Instruments :

The Company recognises Financial Assets and Financial Liabilities when it becomes a party to the contractual provisions of the financial instrument.

i) Financial Assets :

a) Initial Recognition and Measurement :

All Financial Assets are recognised initially at fair value, plus in the case of Financial Assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or Sales of Financial Assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent Measurement :

For purpose of subsequent measurement Financial Assets are classified in three categories:

i) Financial Assets at Amortised Cost:

A Financial Asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instrument, debt instrument are subsequently measured at amortised cost using the effective interest rates method, less method, less impairment, if any.

ii) Financial Assets at Fair Value through Other Comprehensive Income :

A Financial Asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity / debt instruments to present the subsequent changes in fair value in Other Comprehensive Income base on its business model.

iii) Financial Assets at Fair Value through Profit or Loss:

Financial Assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

i) Financial Liabilities:**a) Initial Recognition and Measurement :**

The Company's Financial Liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

b) Subsequent Measurement :

For purpose of subsequent measurement Financial Liabilities depends on their classification as follows:

i) Financial Liabilities at Fair Value through Profit or Loss:

A Financial Liabilities at fair Value through Profit and Loss include Financial Liabilities held for trading. The Company has not designated may Financial Liabilities upon initial recognition at fair value through profit and loss.

ii) Financial Liabilities Measured at Amortised Cost:

After initial recognitions, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interests rate method except for those designated in an effective hedging relationship.

J) Earning Per Share :

The earnings consider in ascertaining the Company's Earning Per Share (EPS) comprise of the net profit after tax after reducing dividend on cumulative preference shares for the period (irrespective of whether declared, paid or not), as per Accounting Standard 20 on "Earning per Share".

k) Provisions and Contingent Liability :

Provisions are recognised when the Company has a present obligation as a result of past events, it is more likely than not that and outflow resources will be required to settle the obligation, and the amount has been reliably estimated. A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not require an outflow resource.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**2. Property, Plant and Equipment :**

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE (WDV)		
	As at March 31, 2021 (Rs.)	Additions During the Year (Rs.)	Deductions During the Year (Rs.)	As at March 31, 2022 (Rs.)	As at March 31, 2021 (Rs.)	For the Year (Rs.)	Transition Adjustment to Schedule II	On Disposals & Adjustment (Rs.)	As at March 31, 2022 (Rs.)	As at March 31, 2022 (Rs.)	As at March 31, 2021 (Rs.)
(A) TANGIBLE ASSETS:											
Computer	1,06,522	58,829	-	1,65,351	1,01,196	26,498	-	-	1,27,694	37,657	5,326
Computer Printer	19,070	-	-	19,070	10,791	5,055	-	-	15,845	3,225	8,280
Air Conditioner	24,700	-	-	24,700	7,329	4,498	-	-	11,827	12,873	17,371
Motor Car	9,23,865	-	-	9,23,865	4,33,124	1,53,259	-	-	5,86,383	3,37,482	4,90,741
Total (A)	10,74,157	58,829	-	11,32,986	5,52,440	1,89,310	-	-	7,41,749	3,91,237	5,21,718
Previous Year	10,60,587	13,570	-	10,74,157	3,13,054	2,39,386	-	-	5,52,440	5,21,718	7,47,535

	As at March 31, 2022 (in Rupees)	As at March 31, 2021 (in Rupees)
3 Non- Current Investments :		
a. Investment in Equity shares (Fully Paid-up unless stated otherwise)		
i. Group Company (Unquoted)		
Equity Shares of Citric India Ltd. of Rs.10/- each (Previous year - 27,000 shares)	27000 60,750	60,750
ii. Others		
Quoted :	No. of Shares	Closing Market rate
Emami Ltd of Rs.10 each fully paid	336 (336)	447.15 (486.00)
Emami Realty Ltd of Rs.10 each fully paid	28 (28)	60.29 (39.71)
Reliance Chemotex Inds. Ltd of Rs.16 fully paid	1900 (1,900)	231.60 (76.95)
Reliance Power Ltd of Rs.10 fully paid	88 (88)	13.50 (4.35)
Allcargo Logistics Ltd.	18100	358.40
Astra Microwave Product Ltd.	6000	224.95
Kopran Ltd.	10000	280.95
* Figures in the brackets represent figures for previous year		
Unquoted		
Shamrao Vithal Co-op. Bank Ltd. of Rs. 25 fully paid	1	25
Capexil (Agencies) Ltd. of Rs. 1000 each fully paid	5	5,000
City Co-op. Bank Ltd. Of Rs. 10 each fully paid	1000	25,000
	1,13,30,173	4,01,771
b. Investment in Mutual Funds		
Quoted	No. of units	NAV
HDFC Top 100 Fund IDCW	1,93,848.87	47.22
Axis Bluechip Fund IDCW	4,96,006.95	18.05
	1,81,06,081	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	As at March 31, 2022 (in Rupees)	As at March 31, 2021 (in Rupees)
c. Investment in Government Securities (Unquoted) :		
12 Years National Defense Certificates	500	500
7 Years National Defense Certificates	5,000	5,000
	5,500	5,500
TOTAL	2,94,41,754	4,07,271
4 Non- Current Loans :		
Unsecured and considered good		
Intercorporate Deposits (including Interest) (to related parties)	2,12,42,740	-
TOTAL	2,12,42,740	-
5 Deferred Tax Assets :		
a) MAT Credit Entitlement	22,84,508	
b) Deferred Tax Assets on Account of :		
Property, Plant & Equipment - Depreciation	47,962	-
Financial instrument measured at FVTPL	2,48,350	-
	2,96,312	-
TOTAL	25,80,820	-
Reconciliation of Deferred Tax Assets		
Opening Balance as at April 1, 2021	-	-
Tax Income/(Expense) during the year recognised in Profit & Loss Statement	2,96,312	-
Tax Income/(Expense) during the year recognised in OCI	-	-
Closing Balance as at March 31, 2021	2,96,312	-
6 Cash & Cash Equivalents :		
Balances with Banks	68,58,687	2,17,11,005
TOTAL	68,58,687	2,17,11,005
7 Other Bank Balances :		
Bank deposits with maturity of more than 3 months but less than 12 months	5,50,00,000	8,70,00,000
TOTAL	5,50,00,000	8,70,00,000
8 Other Financial Assets (Current) :		
Interest Receivable on Fixed Deposits	-	1,18,866
TOTAL	-	1,18,866
9 Current Tax Assets :		
Advance Taxes (Net of Advance Taxes, TDS and Self Assessment Taxes)	11,14,495	7,73,399
TOTAL	11,14,495	7,73,399

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	As at March 31, 2022 (in Rupees)	As at March 31, 2021 (in Rupees)
10 Equity Share Capital :		
Authorised shares:		
97,50,000 Equity Shares of Rs. 10/- each	9,75,00,000	9,75,00,000
25,000 Preference Shares of Rs. 100/- each	25,00,000	25,00,000
TOTAL	10,00,00,000	10,00,00,000
Issued ,Subscribed and fully paid-up Shares		
15,00,00 Equity Shares of Rs. 10/- each	1,50,00,000	1,50,00,000
TOTAL	1,50,00,000	1,50,00,000
A) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period		
Equity Shares	Nos.	Nos.
At the beginning of the period	15,00,000	15,00,000
Issued during the period (Bonus Issue)	-	Nil
Issued during the period	-	Nil
Outstanding at the end of the period	15,00,000	15,00,000

B) Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value 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. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuring Annual General Meeting. In the event of liquidation, Share holders will be entitled in proportion to the no of equity shares held by them to receive remaining asset of the company, after distribution of all preferential amount.

C) Details of Shareholders Holding more than 5% Equity Shares in the Company

Sr. No.	Name of the Shareholders	March 31, 2022		March 31, 2021	
		No. of Shares Held	Percentage of Holding	No. of Shares Held	Percentage of Holding
1.	Citric India Limited	369,500	24.63	369,500	24.63

D) Disclosure of Shareholding of Promoters *

Sr. No.	Promoter Name	Shares Held by Promoters at the End of the Year		Shares Held by Promoters at the Beginning of the Year		% Change during the Year
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
1	Shanta Somani	48,781	3.25	48,781	3.25	-
2	Citric India Limited	3,69,500	24.63	3,69,500	24.63	-
	Total	4,18,281	27.88	4,18,281	27.88	-

* Pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	As at March 31, 2022 (in Rupees)	As at March 31, 2021 (in Rupees)
11 Other Equity :		
- Capital Reserve	4,84,46,784	4,84,46,784
- Investment Allowance Reserve	29,67,954	29,67,954
- Retained Earnings :		
Balance As Per Last Balance Sheet	4,35,33,072	4,10,32,347
Add/(Less): Profit / (Loss) During the Year	55,99,374	25,00,725
	4,91,32,446	4,35,33,072
TOTAL	10,05,47,184	9,49,47,810
12 Other Financial Liabilities (Current) :		
Expenses Payable	51,949	81,449
TOTAL	51,949	81,449
13 Current Provisions :		
Provision for Income Tax	6,30,600	5,03,000
Provision for SEBI Penalty	4,00,000	-
TOTAL	10,30,600	5,03,000
14 Other Income :		
Dividend Income	19,64,856	4,344
Interest Income	47,45,802	53,08,634
Fair Value Gains/(Losses) (Net) on Financial Assets Measures at FVTPL	(9,55,192)	1,70,240
Profit/(Loss) on Sale of Investments	21,32,653	-
Sundry Balance Written Back	-	11,96,976
Miscellaneous Receipt	984	-
TOTAL	78,89,103	66,80,194
15 Employee Benefit Expenses :		
Salaries, Wages and Bonus	13,94,953	9,26,480
Director Remuneration	3,36,000	3,36,000
Staff Welfare Expenses	-	11,151
TOTAL	17,30,953	12,73,631

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	For the Year Ended March 31, 2022 (in Rupees)	For the Year Ended March 31, 2021 (in Rupees)
16 Other Expenses :		
Advertisement & Publicity	43,533	33,809
Annual Listing Fees	3,54,000	3,54,000
Audit Fees	41,300	29,500
Bank Charges	2,093	1,446
Conveyance and Traveling Expenses	11,825	12,846
Depository Charges	33,040	45,987
Electricity Charges	-	35,330
General Expenses	1,132	10,676
Interest / Penalty on Profession Tax	-	750
Membership & Subscription Charges	-	1,77,000
Motor Car Expenses	10,154	72,490
Office Expenses	18,975	37,446
Rent paid	24,000	24,000
Postal Charges	4,648	221
Printing & Stationery	26,662	35,620
Professional & Legal Fees	11,73,290	2,37,300
Rates & Taxes	24,489	24,729
Repairs and Maintenance	8,500	23,305
Share Registry Expenses	1,18,168	1,15,294
SEBI Penalty provision	4,00,000	-
Sundry Balance Written Off	-	7,66,800
Telephone Expenses	18,977	17,748
Website Registration Charges	4,900	3,900
TOTAL	23,19,686	20,60,197
Auditors Remuneration		
For Statutory Audit	41,300	29,500
TOTAL	41,300	29,500
Particulars	Year Ended March 31,2022	Year Ended March 31,2021
17 Earning Per Shares (EPS) Computed in Accordance with Ind AS 33:		
A Profit for the Year attributable to Ordinary Shareholders of the Company	55,99,374	25,00,725
B Weighted Average number of Ordinary Shares	15,00,000	15,00,000
C Basic & Diluted EPS	3.73	1.67

18 The Adjudicating Officer of SEBI Order dated 12.04.2022 has imposed a penalty of Rs. 4,00,000/- (Rupees Four Lakhs Only) under Section 15H(ii) of the SEBI Act in the matter of Indian Infotech & Software Ltd. for violation of under Regulation 11(1) read with 14 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 on the Company which is paid on April 13, 2022. Provisions for the same has been made in the books accordingly.

19 RELATED PARTY DISCLOSURE :

As per Ind AS 24, the disclosures with the related parties are given below:

I. List of Related Parties:**a) Key Managerial Personnel :**

Sr.No.	Related Party Name	Relationship
1	Bhavin Sheth	Director & CEO
2	Ashok Somani	Director & CFO
3	Shanta Somani	Director
4	Neha Vora	Company Secretary & Compliance Officer

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**b) Promoters and their Relatives having Control :**

Sr.No.	Related Party Name	Relationship
1	Shanta Somani	Promoter
2	Citric India Limited	Promoter & Group Company

c) Entities Controlled by Directors/Relatives of Directors :

Sr.No.	Related Party Name	Relationship
1	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director
2	Shree Consultations & Services Pvt. Ltd.	Entities Controlled by Director

II. Significant Transactions with Related Parties :

Sr.No.	Party Name	Relationship	Nature of Transactions	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
1	Ashok Somani	Director	Director Remuneration	3,36,000	3,33,600
2	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director	Inter-corporate deposit (ICD) given	2,00,00,000	-
3	Solding Hydrowatt Pvt. Ltd.		Interest on ICD	13,80,822	-
4	Shree Consultations & Services Pvt. Ltd.	Entities Controlled by Director	Advance Received	3,41,000	-
5	Shree Consultations & Services Pvt. Ltd.		Advance Repaid	3,41,000	-

III. Balances with Related Parties at the Year-End :

Sr.No.	Name of the Party	Relationship	Nature of Balances	As at March 31, 2022	As at March 31, 2021
1	Solding Hydrowatt Pvt. Ltd.	Entities Controlled by Relatives of Director	Inter-Corporate Deposit (ICD) receivable (including Interest)	2,12,42,740	-
2	Citric India Limited	Group Company	Investment in Group Company	60,750	60,750

20 CONTINGENT LIABILITIES

Sr. No.	Particulars	As on March 31,2022	As on March 31,2021
1	(a) Claims against the Company not acknowledged as debt		
	Claims under Indirect Taxes*	11,17,785	-
	Total	11,17,785	-

*The Company had received Notice from Sales Tax Department for payment of BST Rs. 9,50,255/- and CST Rs. 1,67,560/- for F.Y. 1989-1990 for which Company has filed an Appeal Before Hon'ble High Court, Bombay and the same is pending as on date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**21 Disclosure for Loans and Advances * :**

Type of Borrower	Current Period		Previous Period	
	Amount Outstanding	% of Total	Amount Outstanding	% of Total
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties (Solding Hydrowatt Pvt. Ltd.)	2,12,42,740	100	-	-

* Pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

22 RATIOS *

Sr. No.	PARTICULARS	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	58.17	187.53	-68.98%	Decrease in Fixed deposit as they were pre-matured during the year; Decrease in cash balance due to ICD given & increase in Provision due to SEBI penalty order.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	NA			
3	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	NA (Company is debt free hence not applicable)			
4	Return on Equity Ratio (NPAT/Total Equity)	Net Profits After Taxes – Preference Dividend (if any)	Average Shareholder's Equity	4.97%	2.30%	115.87%	Increase in Dividend Income and Profit on Sale of Investment
5	Inventory Turnover Ratio	Cost of goods sold OR sales	Average Inventory	NA			
6	Trade Receivables Turnover Ratio	Net Credit Sales	Avg. Accounts Receivable	NA			
7	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	NA			
8	Net Capital Turnover Ratio	Net Sales	Working Capital	NA			
9	Net Profit Ratio	Net Profit After Taxes	Net Sales	NA			
10	Return on Capital Employed (PBIT/Total Equity)	Earning Before Interest and Taxes	Capital Employed	3.24%	2.86%	13.23%	Increase in Dividend Income and Profit on Sale of Investment
11	Return on Investment	Net Income	Average Equity Share Capital	37.33%	16.67%	123.91%	Increase in Dividend Income and Profit on Sale of Investment

* Pursuant to MCA Notification G.S.R. 207(E) dated March 24, 2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**23 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT****A. Accounting Classification**

The Carrying Value of financial instruments by categories is as follows:

Particulars	CARRYING VALUE					
	As at March 31, 2022			As at March 31, 2021		
	Fair Value through OCI	Fair Value through Profit or Loss	Amortised Cost	Fair Value through OCI	Fair Value through Profit or Loss	Amortised Cost
Financial Assets (Current and Non-Current)						
Loans	-	-	2,12,42,740	-	-	-
Trade Receivables	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	68,58,687	-	-	2,17,11,005
Other Bank Balances	-	-	5,50,00,000	-	-	8,70,00,000
Other Financial Assets	-	-	-	-	-	1,18,866
Investments:						
- Investment in Government Securities	-	-	5,500	-	-	5,500
- Investment in Equity Shares	-	1,12,39,398	90,775	-	3,10,996	90,775
- Investment in Mutual Funds	-	1,81,06,081	-	-	-	-
	-	2,93,45,479	8,31,97,702	-	3,10,996	10,89,26,146
Financial Liabilities (Current and Non-Current)						
Trade & Other Payables	-	-	-	-	-	-
Other Financial Liabilities	-	-	51,949	-	-	81,449
Borrowings	-	-	-	-	-	-
	-	-	51,949	-	-	81,449

B. Fair Values

The table which provides the Fair Value measurement hierarchy of the Company's Assets and Liabilities is as follows: **(Amount in Rs.)**

As at March 31, 2022	CARRYING VALUE	FAIR VALUE		
		Level 1	Level 2	Level 3
Financial Assets				
Loans Carried at Amortised Cost	2,12,42,740	-	2,12,42,740	-
Trade Receivables	-	-	-	-
Cash and Cash Equivalents	68,58,687	-	68,58,687	-
Other Bank Balances	5,50,00,000	-	5,50,00,000	-
Other Financial Assets	-	-	-	-
Investments at Cost:				
- Investment in Government Securities	5,500	-	5,500	-
- Investment in Shares	1,13,30,173	1,12,39,398	90,775	-
- Investment in Mutual funds	1,81,06,081	1,81,06,081	-	-
Financial Liabilities at Amortised Cost				
Trade & Other Payables	-	-	-	-
Other Financial Liabilities	51,949	-	51,949	-
Borrowings	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in Rs.)

As at March 31, 2021	CARRYING VALUE	FAIR VALUE		
		Level 1	Level 2	Level 3
Financial Assets (Current and Non-Current)				
Loans Carried at Amortised Cost	-		-	-
Trade Receivables	-		-	-
Cash and Cash Equivalents	2,17,11,005		2,17,11,005	-
Other Bank Balances	8,70,00,000		8,70,00,000	-
Other Financial Assets	1,18,866		1,18,866	-
Investments at Cost:				
- Investment in Government Securities	5,500	-	5,500	-
- Investment in Shares	4,01,771	3,10,996	90,775	-
Financial Liabilities at Amotised Cost (Current and Non-Current)				
Trade & Other Payables	-		-	-
Other Financial Liabilities	81,449		81,449	-
Borrowings	-		-	-

The management assessed that carrying amount of cash and cash equivalents, trade receivables, loans, investment in government securities, unsecured borrowings, trade payable and other financial liabilities approximate their fair values largely due to the short term maturities of these instruments.

C. Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk Management Framework

The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

i. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank overdrafts, bank loans, debentures and inter-corporate loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

Exposure to Liquidity Risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**CONTRACTUAL CASH FLOWS**

March 31, 2022	Carrying Amount	Within 1 Year	1-2 Years	2-5 Years	More than 5 Years
Borrowings:					
- From Banks	-	-	-	-	-
- Debentures	-	-	-	-	-
- Preference Shares	-	-	-	-	-
Loans from Related Parties	-	-	-	-	-
Trade Payables	-	-	-	-	-
Other Financial Liabilities	51,949	51,949	-	-	-

CONTRACTUAL CASH FLOWS

March 31, 2021	Carrying Amount	Within 1 Year	1-2 Years	2-5 Years	More than 5 Years
Borrowings:					
- From Banks	-	-	-	-	-
- Debentures	-	-	-	-	-
- Preference Shares	-	-	-	-	-
Loans from Related Parties	-	-	-	-	-
Trade Payables	-	-	-	-	-
Other Financial Liabilities	81,449	81,449	-	-	-

ii. Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of certain commodities. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities. The objective of market risk management is to avoid excessive exposure in our revenues and costs.

24 Reconciliation of the Income Tax Provisions to the amount computed by applying the Statutory Income Tax Rate to the Income Before Taxes is summarised below: (Amount in Rs.)

Particulars	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Accounting Profit Before Income Tax	36,49,154	31,06,980
Tax on Accounting Profit at Statutory Income Tax Rate of 26%	26%	26%
Computed enacted Tax Expenses	9,48,780	8,07,815
Tax Effect on:		
Adjustment for Expenses Disallowed under the Income Tax Act	4,01,571	97,535
Adjustment for Expenses Allowed under the Income Tax Act	(35,570)	(80,217)
Adjustment for Incomes not as per the Income Tax Act	(5,54,490)	-
Adjustment for Income computed as per Provisions of IT Act	3,35,710	-
MAT Credit Allowance	(4,64,984)	(3,40,507)
Others	(416)	18,374
Current Tax Provision	6,30,600	5,03,000
Adjustments for Deferred Tax	(2,96,312)	-
Adjustments for Short / (Excess) Provision of Tax in Earlier Years	-	1,03,255
MAT Credit Entitlement	(22,84,508)	-
Total Tax Expenses reported in the Statement of Profit & Loss Account	(19,50,220)	6,06,255

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

- 25 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as follows:

Sr. No.	Particulars	As At March 31, 2022	As At March 31, 2021
i)	the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
ii)	the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under MSMED Act, 2006;	-	-
iv)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23.	-	-

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

- 26 Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification.

As per our Report of even date attached

For Sanjay Rane & Associates
Chartered Accountants
Firm Reg. No. 121089W

Sd/-
CA. Abhijeet Deshmukh
Partner (Membership No. 129145)
UDIN : 22129145AJSBES9983

Place : Mumbai
Date : May 27, 2022

On behalf of Board of Directors
Chemo Pharma Laboratories Limited

Sd/-
BHAVIN SHETH
DIRECTOR & CEO
DIN NO.: 00114608

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

CHEMO PHARMA LABORATORIES LIMITED

Registered Address : 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane- 421301

Tel No. - (022) 22078381/22078382 **Email Id:** chemopharmalab@gmail.com

CIN No. - L99999MH1942PLC003556 **Website:** www.thechemopharmalaboratoriesltd.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)

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

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

Name :	E-mail Id :
Address :	
Signature, or failing him	
Name :	E-mail Id :
Address :	
Signature, or failing him	
Name :	E-mail Id :
Address :	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **80th Annual General Meeting** of the Company to be held on **Thursday, September 08, 2022 at 04:00 p.m. at 5, Kumud CHS. LTD, Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote	
		For	Against
1.	To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors and Audited Financial Statement as on 31st March, 2022		
2.	To appoint of Mrs. Shanta Somani who retires by rotation		
3.	To regularise Mr. Nandkumar Pareek (DIN - 00105330) as a Non-Executive Independent Director		

Signed this _____ day of _____ 2022

Affix
Revenue
Stamps

Signature of first
proxy holder

Signature of second
proxy holder

Signature of third
proxy holder

Note :

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

CHEMO PHARMA LABORATORIES LIMITED

Registered Address : 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
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Tel No. - (022) 22078381/22078382 **Email Id:** chemopharmalab@gmail.com

CIN No. - L99999MH1942PLC003556 **Website:** www.thechemopharmalaboratoriesltd.com

ATTENDANCE SLIP

ANNUAL GENERAL MEETING -SEPTEMBER 08, 2022

DP ID – Client ID/ Folio No. :	
Name & Address of Sole Member :	
Name of Joint Holder(s) :	
No. of Shares held :	

I, certify that I am a member/proxy for the member of the Company.

I/We, hereby record my presence at the **80th Annual General Meeting** of the Company at the **5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421301** on **Thursday, September 08, 2022 at 04:00 p.m.**

Member/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

(Electronic Voting Sequence Number) (EVSN)	User ID	(Pan /Seq. No.)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) in the Notice of Annual General Meeting. The voting starts from Monday September 05, 2022 from 09:00 am and ends Wednesday, September 07, 2022 at 05:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP OF THE AGM VENUE

5, Kumud Apartment CHS. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301



If undelivered please return to :

CHEMO PHARMA LABORATORIES LIMITED

Empire House, 3rd Floor 214, Dr. D. N. Road,
Fort, Mumbai – 400001