# **HEMO ORGANIC LIMITED**

CIN: - L24231GJ1992PLC018224

Address: - 8-A, Gulnar, Chinar - Gulnar Appt. V V Nagar Road Anand -388001 Email ID: drdineshpatel@rediffmail.com, Website: www.hemoorganic.com Ph.No:-9426075525

Date: May 26, 2023

To, **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Dear Sir,

#### Sub: Outcome of Board meeting held today i.e. on May 26, 2023

#### Ref: Hemo Organic Ltd (Security Id: HEMORGANIC Security Code: 524590)

In reference to captioned subject, we hereby inform you that the Board of Directors of the Company, in their Board Meeting held on today, i.e. on May 26, 2023, at the Registered Office of the Company which was commenced at 02:30 P.M. and concluded at 03:05 P.M., have, apart from other businesses,

1. Considered, approved and taken on record the Audited Standalone Financial Results of the Company for the quarter and year ended on March 31, 2023 along with Auditor's Reports (modified Opinion) and Statement on Impact of Audit Qualifications..

In this regards, we are hereby submitting the followings:

- 1. Audited (Standalone) Financial Results for the quarter and year ended on March 31, 2023;
- 2. Standalone Statement of Assets and Liabilities;
- 3. Standalone Cash Flow Statements;
- 4. Audit Reports' (modified opinion) on the Audited Standalone Financial Results and
- 5. Statement on Impact of Audit Qualifications (for audit reports with modified opinion).
- 2. Considered, approved and taken on record the Audited Standalone Financial Statement of the Company for the year ended on March 31, 2023

Kindly take the same on your record and oblige us.

Thanking You,

For, Hemo Organic Limited



Dr. Dinesh Patel Chairman and Managing Director DIN: 00481641

(a) F (b) C Totz II. EXP (a) F (b) C (c) ) (d) (c) (f) C Totz III. Pro' IV. Exc V. Pro VI. Tax (a) C (b) C (c) ) (f) C Totz VI. Totz VI. Pro'	AUDITED FINANCIAL RESULTS (STANDALONE) FO Particulars OME Revenue from operations Other income PENSES Purchases of Stock-in-trade Changes in stock of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Depreciation and amortisation expense Other exceptional items and tax (t) - (it) ceptional fitems	Quarter ended 31.03.2023 (Audited) - - - - - - - - - - - - - - - - - - -	Quarter ended 31,12,2022 (Unaudited) - - - - - - - - - - - - - - - - - - -	MARCH 31, 2023 Quarter ended 31,03,2022 (Audited) - - - - - - - - - - - - - - - - - - -	Financial Year ended on 31.03.2023 (Audited) 0.48 0.48	(Rs. in lakks; Financial Year ended on 31.03.2022 (Audited) 0.6i 
Sr. No. I. INCC (a) F (b) ( Tota III. EXP (c) (c) (d) (c) (c) (c) (d) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c)	OME Revenue from operations Other Income all Income PENSES Purchases of Stock-In-trade Changes in stock of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Depreciation and amoritation expense Other expenses tall Expenses (a to g) fit before exceptional items and tax (t) - (tit)	31,03,2023 (Audited) - - - - - - - - - - 0,01 - - - - - - - - - - - - - - - - - - -	31.12.2022 (Unaudited) - -	31.03.2022 (Audited) - - - - 0.36	ended on 31.03.2023 (Audited) 0.48 - 0.48	Financial Yea ended on 31.03.2022 (Audited) 0.6 0.6 2.3 (1.4
L INCC (a) F (b) C Tota II. EXP (a) F (b) C (c)	OME Revenue from operations Other Income all Income PENSES Purchases of Stock-In-trade Changes in stock of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Depreciation and amoritation expense Other expenses tall Expenses (a to g) fit before exceptional items and tax (t) - (tit)	(Audited)	(Unaudited) - -	(Audited) - - - - 0.36	31.03.2023 (Audited) 0.48 - 0.48	31.03.2022 (Audited) 0.6i - 0.6i 2.3 (1.4
(a) F (b) C Totz II. EXP (a) F (b) C (c) ) (d) (c) (f) C Totz III. Pro' IV. Exc V. Pro VI. Tax (a) C (b) C (c) ) (f) C Totz VI. Totz VI. Pro'	Revenue from operations Other Income tal Income PENSES Functures of Stock-In-trade Changes in stock of finished goods, work-In-progress and stock-In-trade Employee benefit expense Finance costs Finance costs Depreciation and amortisation expense Other expenses tal Expenses (a to g) offt before exceptional items and tax (t) - (tit)			0.36	0.48	0.6 2.3 (1.4
(b) ( Totz (c) (c) (c) (c) (c) (c) (c) (c) (c) (c)	Other Income tal Income PENSES Purchases of Stock-In-trade Changes in tack of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Finance costs Depreciation and amoritation expense Other expenses tal Expenses (a to g) fit before exceptional items and tax (t) - (tt)			0.36	0.48	0.6 2.3 (1.4
II. EXP (a) f (b) C (c) () (d) () (e) ((f) C Tot: III. Proi IV. Exc V. Pro VI. Tax (a) ( (a) ( 	PENSES Purchases of Stock-In-trade Changes in tack of finished goods, work-in-progress and stock-in-trade Employee benefit expense Tinance costs Depreciation and amortisation expense Other expenses tal Expenses (a to g) fit before exceptional items and tax (t) - (tt)	0.01 5.19 5.20		- - 0.36		2.3 (1.4
(a) f (b) (c) (c) ) (d) (e) (f) C Tota III. Prov IV. Exc V. Prov VI. Tax (a) ( (b) 1 Tota VI. Prov	Purchases of Stock-In-trade Changes in stock of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Depreciation and amotisation expense Other expenses tal Expenses (a to g) fit before exceptional items and tax (t) - (tt)	5.19 5.20			0.16	(1.4
(a) f (b) (c) (c) ) (d) (e) (f) C Tota III. Prov IV. Exc V. Prov VI. Tax (a) ( (b) 1 Tota VI. Prov	Purchases of Stock-In-trade Changes in stock of finished goods, work-in-progress and stock-in-trade Employee benefit expense Finance costs Depreciation and amotisation expense Other expenses tal Expenses (a to g) fit before exceptional items and tax (t) - (tt)	5.19 5.20			0.16	(1.4
(c) (d) (e) (f) (f) Tota III. Pro' IV. Exc V. Pro' VI. Tax (a) (b) Tota Tota VII. Pro'	Employee benefit expense Finance costs Depreciation and amortisation expense Other expenses tal Expenses (a to g) fit before exceptional items and tax (t) - (tt)	5.19 5.20			0.16	
(d) (e) (f) C Tota III. Prov IV. Exc V. Pro VI. Tax (a) (b) I Tota VII. Pro	Finance costs Depreciation and amoritisation expense Other expenses Tal Expenses (a to g) offt before exceptional items and tax (I) - (III)	5.19 5.20			-	
(e) (f) C Tota III. Prov IV. Exc V. Prov VI. Tax (a) ( b) ( Tota VII. Prov	) Depreciation and amotisation expense Other expenses tal Expenses (a to g) Jfit before exceptional items and tax (f) - (ll)	5.19 5.20		0.01		3.6
(f) C Tota III. Prov IV. Exc V. Prov VI. Tax (a) ( b) I Tota VII. Prov	Other expenses tal Expenses (a to g) ofit before exceptional items and tax (I) - (II)	5.20				0.0
III. Prov IV. Exc V. Pro VI. Tax (a) (  (b) I Tota VII. Pro	ofit before exceptional items and tax (I) - (II)			0.37	5.78	2.3
IV. Exc V. Pro VI. Tax (a) ( (b) I Tota VII. Pro		(5.20)		0.74	5.94	6.9
V. Pro VI. Tax (a) ( - - (b) I Toti VII. Pro	ceptional Items			(0.74)	(5.46)	(6.2
VI. Tax (a) ( 				•		•
VI. Tax (a) ( 	ofit before tax (III) - (IV)	(5.20)		(0.74)	(5.46)	(6.2
(b) I Toti VII. Pro	x Expense					
(b) I Tota VII. Pro	Current tax				10000000	
(b) I Tota VII. Pro	- Current year - Prior years					
VII. Pro	- MAT Credit (Entitlement)					-
VII. Pro	Deferred tax			•	1.1	-
	tal tax expense ofit after tax for the period (V) - (VI)	(5,20)		(0,74)	(5.46)	(6.2
	sin aner tax for the period (4) - (4)	(0.20)		(0.14)	(0.40)	(0.1
	her comprehensive income					
	ms that will not be reclassified to profit or loss measurement of the defined benefit liabilities					
	uity instruments through other comprehensive income					
	ome tax relating to items that will not be reclassified to profit or loss					-
Oth	her comprehensive income, net of tax	-	-		•	-
IX. Tot	tal comprehensive income for the period	(5.20)		(0.74)	(5.46)	(6.2
X. Paid	id up equity share capital (Face value of Rs. 10 each)	346,59	346.59	346.59	346.59	346.5
	serves i.e. Other Equity		-			-
XII. Ear	rnings per equity share (Face value of Rs. 10 each)					
(1)	Basic	(0.15)		(0.02)	(0.16)	(0.1
(2)	Diluted	(0.15)		(0.02)	(0.16)	(0.1
Dat	te : 26/05/2023		(03R	ie) B	by order of the Boar	ď
Pla	sce : Anand		107		emo Organic Liniu	i.
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			12/	131	Dr. Dinesh Patel	
			K	405	DIN: 00481641	

#### Notes :

- 1 The Company operates in a single segment . As per Ind AS 108 on segment reporting prescribed under section 133 of the companies Act, 2013, the same is considered to constitute as single primary segment. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.
- <sup>2</sup> The above standalone financial results were reviewed by the Audit Committee and taken on record by the Board of Directors at their meeting held on 26th May,2023.
- **3** The financial results of the company have been prepared in accordance with Indian Accounting Standards prescribed under section 133 of the companies Act, 2013 read with relevant rules there under and in terms with regulation 33 of SEBI (Listing Obligation and Disclosures Requirements) regulations 2015 and SEBI circular dated 5th July 2016.
- 4 Earning per share for the quarter and year ended has been calculated as per weighted average formula and diluted Earning per share has been calculated considering proposed issue of equity shares on account of conversion of convertible securities.
- 5 Previous period figures have been regrouped and rearranged, whenever considered necessary.
- 6 The accumulated losses of the Company as of March 31, 2023 have exceeded its paid-up capital and reserves. The Company has incurred net loss for the quarter and year ended March 31, 2023 and the Company's current liabilities exceeded its current assets as at that date. However Management has been able to procure new orders and even received advance against the sale. Based on the above, the Company is confident of its ability to meet the funds requirement and to continue its business as a going concern and accordingly, the financial results have been prepared on that basis.



By order of the Board Hemo Organic Limited

Dr. Dinesh Patel DIN: 00481641 Managing Director

		(De in labba)
	As at 31st	(Rs. in lakhs) As at 31st
Particulars	March 2023	March 2022
	Waren 2023	March 2022
ASSETS		
Non-current assets		
(a) Property, Plant and Equipment	0.20	0.20
(b) Capital work-in-progress	-	-
(c) Intangible assets under development	-	-
(d) Financial Assets		
(i) Investments	-	-
(ii) Loans	-	-
(iii) Other Financial Assets	-	-
(e) Deffered Tax Assets	14.05	14.0
(f) Other Non - Current Assets	· · ·	-
Current assets		
(a) Inventories	1.53	1.6
(b) Financial Assets		
(i) Trade receivables	5.92	
(ii) Cash and cash equivalents	5.23	
(iii) Bank balances other than (ii) above	6.43	0.8
(iv) Loans		-
(v) Other Financial Assets	-	-
(c) Other current assets	1.07	1.1
Total Assets	34.43	23.9
Equity (a) Equity Share capital (b) Other Equity LIABILITIES	346.59 (351.71)	
Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	3.52	3.5
(ii) Other financial liabilities (other than those specified in item (b) to be specified)	-	-
item (b), to be specified)	-	1
(b) Provisions (c) Deferred tax liabilities (Net)		-
Current liabilities	-	-
(a) Financial Liabilities		1000
(i) Borrowings		
(ii) Trade payables	10.71	11.1
(iii) Other financial liabilities	6.97	
(b) Other current liabilities	18.35	
(c) Provisions	-	-
(d) Current Tax Liabilities (Net)	-	-
Total Equity and Liabilities	34.43	23.9
D-tr - 26/05/2022	Decendence	felse David
Date : 26/05/2023 Place : Anand	Carlos and Car	of the Board
Hate Allallu	Hemo Organic Limited	
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			(Rs. in lakhs)
Sr No.	Particulars	Year Ended on 31.03.2023	Year Ended on 31.03.2022
А.	<b>Cash flows from operating activites</b> Net profit before tax Non Cash Income/Expense Sundry balances / Excess Liabilities written back	(5.46)	(6.24)
	Prior Period items - Income Tax Operating profit before working capital changes	(5.46)	(6.24)
÷	Net Changes in :-         (Increase)/ decrease in Operating Assets :         - Inventories         - Trade Receivables         - Current Loans         - Other Non - Current Assets         - Other Current Assets         - Increase/ (Decrease) in Operating Liabilities :         - Long - Term Provisions         - Trade Payables         - Short - Term Provisions	0.16 (0.01) - - 0.05 - (0.41) -	(1.46) 0.79 - (0.34) - 3.10 (0.30)
	<ul> <li>Liabilty of Borrowing</li> <li>Other Financial Liabilities</li> <li>Other Current Liabilities</li> </ul>	0.02 2.93 13.45	0.91 3.10
	Cash generated from operations - Income tax paid Net cash inflow/(outflow) from operating activities ( A )	10.73 - 10.73	(0.44)
В.	Cash flow from investing activites - Loans given - Repayment of Loans & Advances - Interest Received		
	Net cash inflow / (outflow) from investing activities ( B )	-	-
с.	Cash inflow/(outflow) from financing activities <ul> <li>Repayment of short-term borrowings</li> <li>Proceeds from other long term liabilities</li> <li>Financial expenses</li> </ul>	-	-
	Net cash inflow / (outflow) used in financing activities ( C )		-
	Net changes in cash and cash equivalents Opening Cash and cash equivalents	10.73 0.93	(0.44 1.37
	Closing Cash and cash equivalents	11.66	0.93

Date : 26/05/2023 Place : Anand

By order of the Board Hemo Organic Limited

WM

Dr. Dinesh Patel DIN: 00481641 Managing Director



INDEPENDENT AUDITORS' REPORT on Standalone Annual Financial Results of HEMO ORGANIC LIMITED Pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

TO THE BOARD OF HEMO ORGANIC LIMITED

# Opinion

We have audited the accompanying standalone annual financial results of **HEMO ORGANIC LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations') including relevant circulars issued by the Securities and Exchange Board of India (SEBI) from time to time.

In our opinion and to the best of our information and according to the explanations given to us, *except for the matters stated in paragraph basis of qualified opinion* the statement:

- is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- Gives a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2023, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

# **Basis of Qualified Opinion:**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibility under those Standards are further described in Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the company in accordance of with code of ethics issued by ICAI together with the independence requirement that are relevant to our audit of standalone financial statement under the provisions of the Act and the rule made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statement except for the following matter:

601- 604, Ratnanjali Square, Nr. Gloria Restaurant, Prematirth Derasar Road, Prahlad Nagar, Ahmedabad - 380015.

- 1. We have not been provided with the balance confirmation or any other details for the trade receivable and trade payable shown in the books of accounts.
- 2. We have not been able to verify the transactional documents relating bank statements. Four out of five account are not shown to us for verification. According to the management, the other accounts are dormant and therefore the same have not been collected from bank.

#### **Emphasis of Matter**

- 1. The Company has not charged depreciation on the fixed assets during the year and accordingly provision of Indian Accounting Standards relating to depreciation and Deferred Tax Asset / Liabilities have not been followed. The management represented that the amount of depreciation being negligible the same has been not been incorporated.
- 2. The closing stock has been calculated and certified by management only and we have not been provided with the basis of calculation.

### Management's and Those Charged with Governance Responsibilities for the Statement

This Statement has been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit / loss and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations including SEBI Circular. 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 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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



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

# Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether standalone 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 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 aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these standalone financial statements.

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

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

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.

The Statement includes the financial results for the quarter ended 31 March 2023, being the balancing figures between the audited figures in respect of the full financial year and the published audited year-to-date figures up to the third quarter of the current financial year, which were subject to audit by us.

Date : 26/05/2023 Place : Anand UDIN: 23133926BGWESG1494 FOR M A A K & ASSOCIATES (Chartered Accountants) Reg No. :135024W



CA Marmik Shah

Partner M.No. : 133926



### HEMO ORGANIC LIMITED

CIN: - L24231GJ1992PLC018224 Address: - 8-A, Gulnar, Chinar - Gulnar Appt, V V Nagar Road Anand -388001 Email ID: drdineshpatel@rediffmail.com, Website: www.hemoorganic.com Ph.No:-9426075525

# STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS

			(Rupe	(Rupees in Lakh except EPS		
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)		
	1.	Turnover / Total income	0.48	0.48		
	2.	Total Expenditure	5.94	5.94		
	3.	Net Profit/(Loss)	(5.46)	(5.46)		
	4.	Earnings Per Share	(0.16)	(0.16)		
	5.	Total Assets	34.43	34.43		
	6.	Total Liabilities	39.55	39.55		
	7.	Net Worth	(5.12)	(5.12)		
	8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil		

п.	Audit Qualification (each audit qualification separately):		
	a.	Details of Audit Qualification:	1. We have not been provided with the balance confirmation or any other details for the trade receivable and trade payable shown in the books of accounts.
			2. We have not been able to verify the transactional documents relating bank statements. Four out of five account are not shown to us for verification. According to the management, the other accounts are dormant and therefore the same have not been collected from bank
	b.	Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Qualified Opinion
	c.	Frequency of qualification: Whether appeared first time /	

#### HEMO ORGANIC LIMITED CIN: - L24231GJ1992PLC018224

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	repetitive / since how long continuing	
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	NA
e.	For Audit Qualification(s) where the impact is not quantified by the auditor:	No further comments other then audit report
(i)	Management's estimation on the impact of audit qualification:	The Company is in process of getting balance confirmation from the parties belonging to trade payables and trade receivables.
		However, Pending confirmation from trade receivable and trade payable will not affect the financials of the Company.
		Further, the accounts which are not shown to auditor are dormant and hence company cannot get the same from bank.
(ii)	If management is unable to estimate the impact, reasons for the same:	Not Applicable
(iii)	Auditors' Comments on (i) or (ii) above:	Not Applicable

For, Hemo Organic Limited

For, Hemo Organic Limited

Whé

Dr. Dinesh Patel Chairman & Managing Director DIN 00481641

For, M A A K & Associates Chartered Accountants FRN NO. 135024W

LOO

CA Marmik Shah Partner M. No. 133926

Date: May 26, 2023 Place: Anand



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Sureshkumar Ravjibhal Patel

Chairman of Audit Committee