

ARUNJYOTI BIO VENTURES LIMITED

**34th
ANNUAL REPORT
2019-20**

ARUNJYOTI BIO VENTURES LIMITED

CORPORATE INFORMATION:

BOARD OF DIRECTORS

- | | |
|----------------------------------|--|
| 1. Mr. Pabbathi Praveen Kumar | - Whole-time Director cum CFO
(DIN: 02009879) |
| 2. Mr. Raja Kumar Babulal | - Whole-time Director (DIN: 07529064) |
| 3. Mrs. Vanaja Kumari Dokiparthi | - Independent Director (DIN: 07151205) |
| 4. Mr. M Aditya Vardhan Reddy | - Independent Director (DIN: 06897440) |
| 5. Mr. Polsani Venkata Rama Rao | - Independent Director (DIN: 00129932) |
| 6. Mr. Chandra ShekarKondari | - Independent Director (DIN: 08300152) |

COMPANY SECRETARY :

Ms. Swati Jain
(Appointed on 19.09.2020)

REGISTERED OFFICE:

Plot No. 45, P & T Colony,
Karkhana, Secunderabad – 500009
E-mail id:cenport@gmail.com

STATUTORY AUDITORS:

M. M. Reddy & Co.,
Chartered Accountants,
Rajbhavan Road,
Somajiguda, Hyderabad

BANKERS:

ICICI Bank
Axis Bank

AUDIT COMMITTEE:

- | | |
|----------------------------|------------|
| 1) M Aditya Vardhan Reddy | - Chairman |
| 2) Vanaja KumariDokiparthi | - Member |
| 3) Raja Kumar Babulal | - Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | |
|-----------------------------|------------|
| 1) M Aditya Vardhan Reddy | - Chairman |
| 2) Polsani Venkata Rama Rao | - Member |
| 3) Vanaja KumariDokiparthi | - Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- | | |
|-----------------------------|------------|
| 1) M Aditya Vardhan Reddy | - Chairman |
| 2) Polsani Venkata Rama Rao | - Member |
| 3) Raja Kumar Babulal | - Member |

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INDEPENDENT DIRECTORS:

- | | | |
|-----------------------------|---|----------|
| 1) Polsani Venkata Rama Rao | - | Chairman |
| 2) M Aditya Vardhan Reddy | - | Member |
| 3) Vanaja KumariDokiparthi | - | Member |
| 4) Chandra ShekarKondari | - | Member |

RISK MANAGEMENT COMMITTEE:

- | | | |
|-----------------------------|---|-------------|
| 1) Vanaja Kumari Dokiparthi | - | Chairperson |
| 2) M Aditya Vardhan Reddy | - | Member |
| 3) Raja Kumar Babulal | - | Member |

REGISTRAR & SHARE TRANSFER AGENTS:

Venture Capital and Corporate Investments
Private Limited
12-10-167, Bharat Nagar,
Hyderabad – 500 018

LISTED AT: BSE Limited

DEMAT ISIN NUMBER IN NSDL & CDSL: INE485K01014

WEBSITE: www.orbisagri.com

INVESTOR E-MAIL ID: cenport@gmail.com

CORPORATE IDENTITY NUMBER: L01400TG1986PLC062463

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NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Arunjyoti Bio Ventures Limited will be held on Monday, the 28th day of December, 2020 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended as on that date along with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mr. P. Praveen Kumar (DIN: 02009879), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. V Ravi&Co., as Statutory Auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. VRavi& Co., Chartered Accountants, (ICAI Firm Registration Number 006492S) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2025 on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors”

“FURTHER RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

SPECIAL BUSINESS:

4. REAPPOINTMENT OF MR. VENKATRAMA RAO POLSANI AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and Schedule IV and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Venkatrama Rao Polsani (DIN 00129932) whose current period of office expires on 29th May, 2021 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 30.05.2021 up to 29.05.2026.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

5. REAPPOINTMENT OF MRS. VANAJA KUMARI DOKIPARTHI AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and Schedule IV and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Vanaja Kumari Dokiparthi (DIN 07151205) whose current period of office expires on 28th September, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as

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amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 29.09.2020 up to 28.09.2025.”

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**For and on behalf of the Board
Arunjyoti Bio Ventures Limited**

**Place: Secunderabad
Date: 04.12.2020**

**Sd/-
Rajakumar Babulal
Whole-time Director
(DIN: 07529064)**

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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing 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 agreement 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 as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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5. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.orbisagri.com
7. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
10. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address/bank mandate; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
11. The Register of Members and Share Transfer books of the company will remain closed from 22.12.2020 to 28.12.2020 (both days inclusive).
12. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Venture Capital and Corporate Investments Private Limited)
14. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the

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relevant share certificates to M/s Venture Capital and Corporate Investments Private Limited) Share Transfer Agents of the Company for doing the needful.

15. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
16. Recent circular requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (Venture Capital and Corporate Investments Private Limited)
17. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
18. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
19. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
20. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
21. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2019 - 20 will also be available on the Company's website www.orbisagri.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: cenport@gmail.com.

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22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

23. Instructions for e-voting and joining the AGM are as follows:

A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- II. The remote e-voting period commences on 25th day, December 2020 (9:00 a.m. IST) and ends on 27th day, December, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 21st day, December, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. The details of the process and manner for remote e-voting are explained herein below:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders tab.
 - (iii) Now Enter your User ID