

ARUNJYOTI BIO VENTURES LIMITED

**33rd
ANNUAL REPORT
2018-19**

ARUNJYOTI BIO VENTURES LIMITED

CORPORATE INFORMATION:

BOARD OF DIRECTORS

- | | |
|-------------------------------|---|
| 1. *Mr.PhanindranathKoganti | - Whole-time Director (DIN: 02623033) |
| 2. Mr.Pabbathi Praveen Kumar | - Whole-time Director cum CFO (DIN: 02009879) |
| 3. Mr. Raja Kumar Babulal | - Whole-time Director (DIN: 07529064) |
| 4. Mrs.VanajaKumariDokiparthi | - Independent Director (DIN: 07151205) |
| 5. Mr. MAdityaVardhan Reddy | - Independent Director (DIN: 06897440) |
| 6. Mr.PolsaniVenkata Rama Rao | - Independent Director (DIN: 00129932) |
| 7. Mr.ChandraShekarKondari | - Additional Director (DIN: 08300152) |
| 8. Mr. Rama Mohan Challa | - Additional Director (DIN: 08300174) |
- *Resigned w.e.f. 27.03.2019

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) MAdityaVardhan Reddy | - Chairman |
| 2) VanajaKumariDokiparthi | - Member |
| 3) Raja Kumar Babulal | - Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | |
|----------------------------|------------|
| 1) MAdityaVardhan Reddy | - Chairman |
| 2) PolsaniVenkata Rama Rao | - Member |
| 3) VanajaKumariDokiparthi | - Member |

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STAKEHOLDERS RELATIONSHIP COMMITTEE:

- | | |
|----------------------------|------------|
| 1) MAdityaVardhan Reddy | - Chairman |
| 2) PolsaniVenkata Rama Rao | - Member |
| 3) Raja Kumar Babulal | - Member |

INDEPENDENT DIRECTORS:

- | | |
|---------------------------|------------|
| 1)PolsaniVenkata Rama Rao | - Chairman |
| 2) MAdityaVardhan Reddy | - Member |
| 3) VanajaKumariDokiparthi | - Member |
| 4) ChandraShekarKondari | - Member |
| 5) RamamohanChalla | - Member |

RISK MANAGEMENT COMMITTEE:

- | | |
|---------------------------|---------------|
| 1) VanajaKumariDokiparthi | - Chairperson |
| 2) MAdityaVardhan 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

ARUNJYOTI BIO VENTURES LIMITED

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Arunjyoti Bio Ventures Limited will be held on Monday, the 30th day of September, 2019 at 09:00a.m. at 2nd Floor, M S Nilayam, Plot No.15, HACP Colony, Kharkhana, Secunderabad – 500009, Telanganato transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 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.

SPECIAL BUSINESS:

3. REAPPOINTMENT OF MR. P. PRAVEEN KUMAR AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V 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 and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr. P. Praveen Kumar (DIN:02009879) Wholetime Director of the Company for a period of three years with effect from 30.05.2019 to 29.05.2022 at a present remuneration of Rs. 2,00,000 p.m. and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. P. Praveen Kumar, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the

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limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution."

4. REAPPOINTMENT OF MR. RAJA KUMAR BABULAL AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V 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 and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reappoint Mr.Raja Kumar Babulal (DIN: 07529064) Wholetime Director of the Company for a period of three years with effect from 30.05.2019 to 29.05.2022 at a remuneration of Rs. 50,000 p.m. and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Raja Kumar Babulal, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and 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 MR. M. ADITYA VARDHAN REDDY 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. Aditya Vardhan Reddy (DIN 06897440) whose current period of office expires on 31st March, 2019 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. 01.04.2019 up to 31.03.2024.”

“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.”

6. APPOINTMENT OF MR. CHANDRA SHEKAR KONDARI AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made there under Mr. Chandra Shekar Kondari (holding DIN 08300152), who was appointed as ‘Additional Director’ in the category of non-executive independent director in the Board of the Company on 15th December, 2018 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chandra Shekar Kondari as a

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candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of his appointment as Additional Director i.e. 15.12.2018 up to 14.12.2023."

"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: Hyderabad
Date: 13.08.2019**

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 30.09.2019 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar

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and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

9. 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)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital and Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
12. 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.
13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.

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16. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.orgisagri.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cenport@gmail.com.

17. **Voting through Electronic Means (E-Voting Facility)**

Pursuant to the provisions of Section 108 of the Act read with the rules thereunder and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 33rd Annual General Meeting scheduled to be held on Monday, the 30th day of September, 2019 at 09:00 a.m. at 2nd Floor, M S Nilayam, Plot No. 15, HACP Colony, Kharkhana, Secunderabad – 500009, Telangana

The Company has engaged the services of Central Depository Services (India) Limited. ("CDSL") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting: **From 27.09.2019 at 9.00 A.M.**

End of e-voting: **Up to 29.09.2019 at 5.00 P.M.**

The cut-off date (i.e. the record date) for the purpose of e-voting is 20.09.2019.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 13.08.2019 for the AGM scheduled to be held on 30.09.2019 which is enclosed herewith and is also made available on the website of the Company www.orgisagri.com.