

*Discover secrets of...
Long & Healthy Life...*

Changing tomorrow

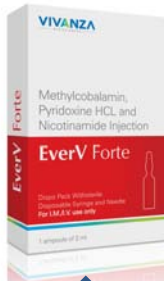
ANNUAL REPORT 2017-18

PEANUT BUTTER



NO-STIR Natural
Creamy Peanut Butter

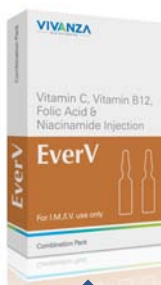
EVER FORTE



INDICATION:

General debility
Peripheral neuropathy
Burning feet syndrome
Convalescence
Megaloblastic anaemia
Cancer patient.

EVER-V



INDICATION:

- Highly effective in scurvy, cell damage, wound healing, tissue repair, red blood cell production and anaemia
- Increases the folate level in the body during pregnancy
- Useful in cases of high cholesterol, diarrhoea, Alzheimer's disease and Vitamin B12 deficiency.
- Helps in poor diet and absorption of food.

DECA D



INDICATION:

Anabolic steroid that helps to prevent bone loss osteoporosis

MINT

Orange



INDICATION:

For sore throat, cough and cold

contains : Benzocaine 6mg, Menthol 10mg

SUPPORTS IMMUNITY
Makes e



INDICATION:

MAKES EVERY CUP OF MILK A YUMMY TREAT

- Helps build strong bones
- Fortified with wide range of essential vitamins and minerals
- Boosts immunity and builds stamina
- Delicious chocolate flavoured nutritional supplement
- Keeps family healthy and happy

MILKANZA - VANILLA FLAVOUR



INDICATION:

MAKES EVERY CUP OF MILK A YUMMY TREAT

- Helps build strong bones
- Fortified with wide range of essential vitamins and minerals
- Boosts immunity and builds stamina
- Delicious vanilla flavoured nutritional supplement
- Keeps family healthy and happy

MILKANZA - STRAWBERRY FLAVOUR



INDICATION:

MAKES EVERY CUP OF MILK A YUMMY TREAT

- Helps build strong bones
- Fortified with wide range of essential vitamins and minerals
- Boosts immunity and builds stamina
- Delicious strawberry flavoured nutritional supplement
- Keeps family healthy and happy

TINILYTE



TINIDAZOLE I.V. INFUSION IP 200MG/100ml

D10



DEXTROSE INJECTION IP (10%W/V)

DNS



SODIUM CHLORIDE (0.9%W/V)
& DEXTROSE (5%W/V) INJECTION IP

RL



COMPOUND SODIUM LACTATE INJECTION IP
(RINGER LACTATE SOLUTION FOR INJECTION)

ANNUAL REPORT 2017 - 2018

BOARD OF DIRECTORS

Bhaskar Bhattacharya	Managing Director
Naveen Jain	Director
Sitaram Prasad Paikray	Director
Harshul Shah	Director (Up to May 4, 2018)
Sheetal Pandya	Director (Up to May 4, 2018)
Shobhna Sawhney	Director (From August 14, 2018)
Jainil R. Bhatt	Chief Financial Officer

AUDITORS

M/s. GMCA & Co.
Chartered Accountants
Ahmedabad

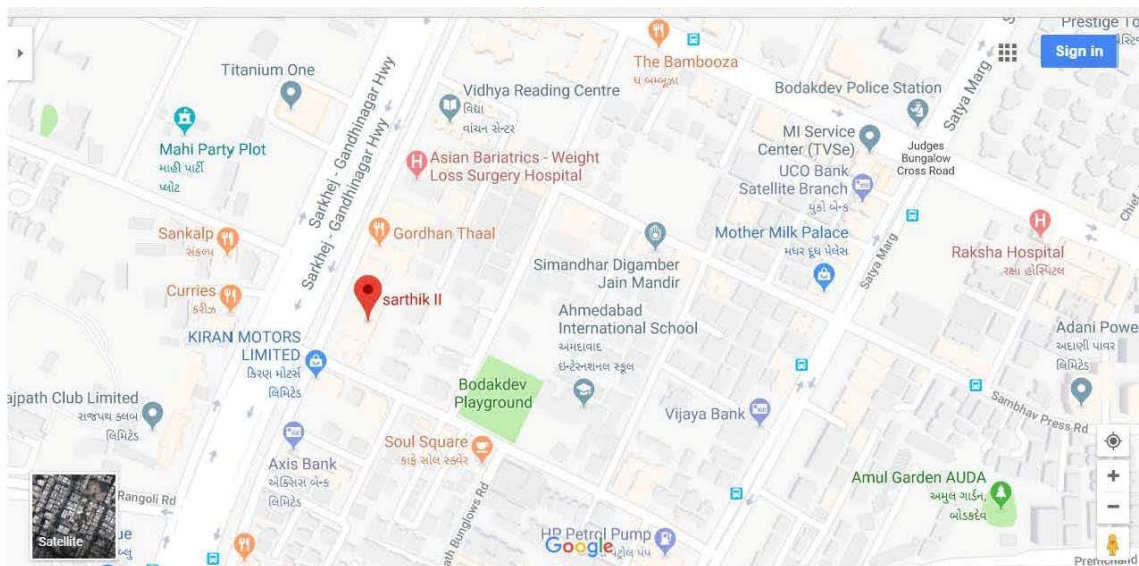
REGISTERED OFFICE

403/TF, Sarthik II, Opp. Rajpath Club,
S.G Highway, Bodakdev,
Ahmedabad

REGISTRAR & SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt. Ltd.
Shiv Shakti Industrial Estates, Unit No. 9
J. R. Boricha Marg, Opp. Kasturba Hospital Lane
Lower Parel (E), Mumbai - 400 011.

ROAD MAP TO AGM VENUE



NOTICE

Notice is hereby given that **Annual General Meeting of Vivanza Biosciences Limited** will be held at the registered office of the Company on Thursday, 27th Day of September, 2018 at 11:00 a.m. to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended on that date, Cash Flow statement and the Reports of the Directors and the Auditors thereon.
2. To re-appoint Mr. Naveen Jain (DIN: 05154306), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**3. REGULARIZATION OF MS. SHOBHNA SAWHNEY AS AN INDEPENDENT DIRECTOR**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:

“RESOLVED THAT, pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV, Ms. Shobhna Sawhney (DIN: 07641907) who was appointed as an Additional Director in the meeting of the Board of Directors held on August 14, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from the member proposing his candidature for the office of a Non-Executive, Independent Director of the Company, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 years from 14/08/2018 to 13/08/2023.”

“RESOLVED FURTHER THAT, Board of Directors of the Company be and are hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

4. APPROVAL OF RELATED PARTY TRANSACTION:

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded for transaction with the related parties as defined under the Act, that is, for sale of goods amounting to Rs. 1,69,36,865/- to Care – Pro Bio Technologies Private Limited and Rs. 1,76,71,959/- to Triglobal Biosciences Private Limited. ”

Place: Ahmedabad
Date: August 14, 2018

For and on behalf of the Board

Bhaskar Bhattacharya
Managing Director
DIN:07487250

Naveen Jain
Director
DIN: 05154306

**Annexure to the Notice of Annual General Meeting
Details of Directors seeking Appointment/Reappointment in Annual General Meeting**

Name of the Director	Mr. Naveen Jain	Ms. Shobhna Sawhney
Age (Yrs.)	46 years	36 years
Date of Birth	19 th September, 1971	29 th November, 1981
Brief Resume and expertise	He has more than 10 years' experience in the field related to Pharmacy and has vast exposure into the fields of management of business activities. He has been guiding force behind the growth and business strategy of our Company.	She has very sound knowledge of management and administration. She has capability and valuable experience of managing business activities and taking important decision in the interest of the Company.
Designation	Director	Director
Chairman/Member of the Committee of the Board of Directors of the Company	Chairperson of Audit Committee and Member of Nomination & Remuneration Committee and Stakeholder's Relationship Committee	Chairperson of of Nomination & Remuneration Committee
No. of Shares held in the Company	Nil	Nil
Directorship in Other Listed Company	Nil	Nil
Related to other directors	Mr. Naveen Jain does not have any relationship with any other Directors on the Board.	Ms. Shobhna Sawhney does not have any relationship with any other Directors on the Board.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 to the Notice

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Shobhna Sawhney (DIN: 07641907), as an Additional Director w. e. f. August 14, 2018. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Ms. Shobhna Sawhney holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting scheduled to be held on Thursday, 27th September, 2018.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying her intention to propose the appointment of Ms. Shobhna Sawhney as a Director.

Ms. Shobhna Sawhney is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Ms. Shobhna Sawhney as a Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board of Directors is of the opinion that his rich knowledge in managing and regulating the Organizational affairs will be of great significance to the Company and hence recommends the Resolution at Item No. 3 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No. 4 to the Notice

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 30th May, 2017 has approved a proposal for entering into following related party transactions:

Name of Related Party	Nature of Transaction	Amount
Care – Pro Bio Technologies Private Limited	Sale of Goods	Rs. 1,69,36,865/-
Triglobal Biosciences Private Limited	Sale of Goods	Rs. 1,76,71,959/-

The transaction is Related Party Transactions and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules thereunder requires approval of the Shareholders by way of Special Resolution.

Further, in terms of Section 188 of the Companies Act, 2013, Mr. H. A. Parikh being the shareholder, interested, will not vote on this resolution. The Board of Directors of the Company recommends the Resolution as special resolution for approval of members of the Company.

Place: Ahmedabad
Date: August 14, 2018

For and on behalf of the Board

Bhaskar Bhattacharya
Managing Director
DIN:07487250

Naveen Jain
Director
DIN: 05154306

NOTES:

1. Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and share transfer books of the Company will remain closed from 24th September, 2018 to 27th September, 2018 (both days inclusive).
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.

7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting. Shareholders seeking any information with regards to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
8. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.
9. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
10. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.vivanzabiosciences.com
11. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.
12. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address / name, etc. to the Company's Registrar & Share Transfer Agent, quoting their Registered Folio Number.
13. Members holding shares in physical form are requested to consider converting their shareholding in dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar & Share Transfer Agent for assistance in this regard.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ RTA. The registered e-mail address will be used for sending future communications.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company's Registrar & Share Transfer Agent.
16. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date. The Company has appointed M/s. Patel & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <September 24, 2018, 9:00 a.m.> and ends on <September 26, 2018, 5:00 p.m.>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 21, 2018) 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.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for <Vivanza Biosciences Limited>.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.

I. Note 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 as Corporates.
 - 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- III.** Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the Cut-off Date i.e. September 21, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com or contact CDSL at the Toll Free No.: 1800-200-5533.
- IV.** A person, whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the Depositories as on Cut-off Date only shall be entitled to avail the facility of remote e-Voting as well as voting at the Meeting through Polling Paper.
- V.** The result of voting at the Meeting including remote e-Voting shall be declared after the Meeting but not later than Forty Eight Hours of the conclusion of the Meeting.
- VI.** The result declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.vivanzabiosciences.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.
- 17.** For any further assistance, you may contact Mr. Jainil Bhatt, CFO at Telephone No. 07405699869 or at E-mail Id: info@vivanzabioscience.com. Address: 403, Sarthik 2, Opp. Rajpath Club, S. G. Highway, Ahmedabad - 380054.

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2018.

1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:

Particulars	(₹ in Lacs)		
	Year ended 31/03/2018	Standalone Year ended 31/03/2017	Consolidated Year ended 31/03/2018
I. Total Revenue	644.14	351.99	644.14
II. Total Expenditure	617.33	367.87	620.78
III. Profit/(Loss) Before Tax (I-II)	26.81	(15.88)	23.35
IV. Provision for Taxation	2.81	0	2.81
V. Profit/(Loss) After Tax (III-IV)	24.00	(15.88)	20.54

2. PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY:

During the year under review, the Company has earned revenue of Rs. 644.14 lacs as compared to revenue of Rs. 351.99 lacs of previous year. The Board of Directors of the Company is continuously making efforts for the growth of the Company.

3. DIVIDEND:

The Company has not declared any dividend during the year.

4. TRANSFER TO RESERVE:

Reserves & Surplus at the end of the year stood at Rs. (8,19,658) as compared to Rs. (32,19,388) at the beginning of the year.

5. SHARE CAPITAL:

At present, the Company has only one class of shares – equity shares with face value of Rs. 10/- each. The Authorized Share Capital of the company is Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each. The paid up share capital of the company as on March 31, 2018 is Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each.

6. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. FUTURE OUTLOOK:

The Company is in business of trading of Pharmacy products. However Competition in the industry is continuously increasing. New technology is being adopted and steps are taken to improve the manufacturing capacity of the Company. Further, the Company has also set its vision in global market to supply and execute turnkey pharmaceutical units.

8. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, several energy conservation initiatives were adopted and were taken by the Company. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.