


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



Changing tomorrow

ANNUAL REPORT 2018-19

PEANUT BUTTER



NO-STIR Natural
Creamy Peanut Butter

EVER FORTE



INDICATION:

General debility
Peripheral neuropathy
Burning feet syndrome
Convalescence
Megakaloric 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, diabetes
- 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 5mg, Menthol 10mg

MILKANZA - CHOCOLATE FLAVOUR

SUPPORTS IMMUNITY
Milk



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 2018 - 2019

BOARD OF DIRECTORS

| | |
|------------------------|--|
| Bhaskar Bhattacharya | Managing Director |
| Parikh H. A. | Director (From 29/03/2019) |
| Naveen Jain | Director (upto 08/04/2019) |
| Sitaram Prasad Paikray | Director (upto 25/03/2019) |
| Shobhna Shawney | Director (From 14/08/2018 to 05/03/2019) |
| Jayendra Mehta | Director (From 08/08/2019) |
| Manali Patel | Director (From 08/08/2019) |
| Jainil R. Bhatt | Chief Financial Officer |

AUDITORS

M/s. GMCA & Co.
Chartered Accountants
Ahmedabad

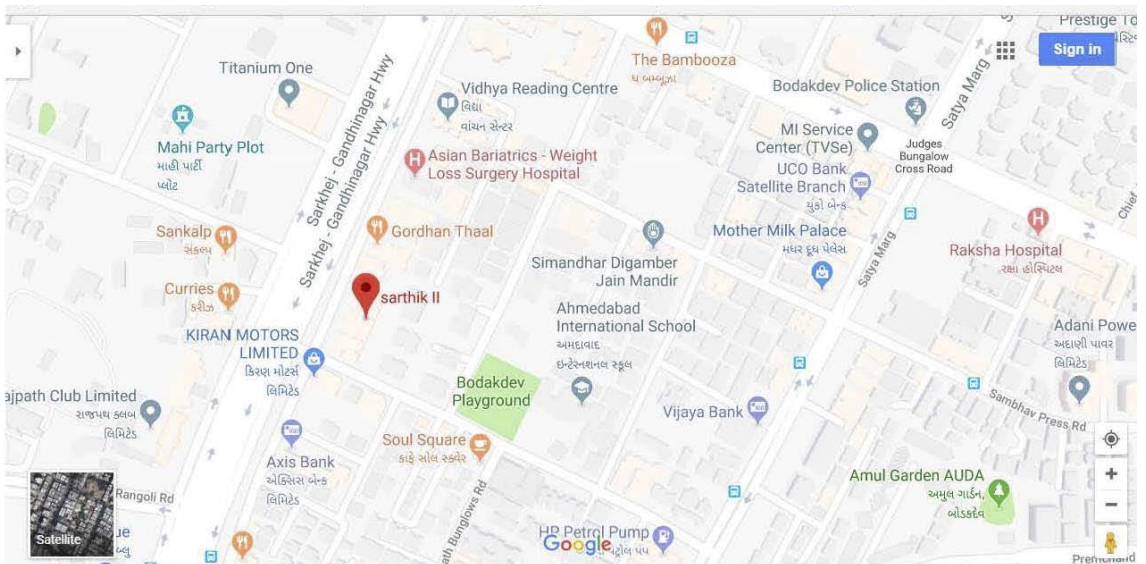
REGISTERED OFFICE

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 Monday, 30th Day of September, 2019 at 12:30 p.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, 2019 including audited Balance Sheet as at 31st March, 2019, 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. Parikh H. A. (DIN: 00027820), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**3. REGULARIZATION OF MR. PARIKH H. A. (DIN: 00027820), AS A NON-EXECUTIVE DIRECTOR**

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

"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), Mr. Parikh H. A. (DIN: 00027820), who was appointed as an Additional Director in the meeting of the Board of Directors held on March 29, 2019 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, Director of the Company, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Director of the Company."

"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. REGULARIZATION OF MR. JAYENDRA MEHTA (DIN: 08210602), AS AN INDEPENDENT, NON-EXECUTIVE DIRECTOR

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

"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), Mr. Jayendra Mehta (DIN: 08210602), who was appointed as an Additional Director in the meeting of the Board of Directors held on August 8, 2019 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 he 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 08/08/2019 to 07/08/2024."

"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."

5. REGULARIZATION OF MS. MANALI PATEL (DIN: 08531916), AS AN INDEPENDENT, NON-EXECUTIVE DIRECTOR

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

"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), Ms. Manali Patel (DIN: 08531916), who was appointed as an Additional Director in the meeting of the Board of Directors held on August 8, 2019 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 her 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 08/08/2019 to 07/08/2024."

"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."

Place: Ahmedabad
Date: August 8, 2019

For and on behalf of the Board

Bhaskar Bhattacharya
Managing Director
DIN:07487250

Parikh H. A.
Director
DIN: 00027820

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

| | | | |
|---|--|---|---|
| Name of the Director | Parikh H. A. (DIN: 00027820) | Jayendra Mehta (DIN: 08210602) | Manali Patel (DIN: 08531916) |
| Age (Yrs.) | 55 years | 54 years | 26 years |
| Date of First Appointment | 29/03/2019 | 08/08/2019 | 08/08/2019 |
| The no. of Meetings of the Board attended during the year | NA | NA | NA |
| Date of Birth | 07/08/1964 | 01/06/1965 | 26/06/1993 |
| Brief Resume and expertise | Mr. Parikh H. A. is a Promoter of the Company. He is a bachelor in Chemical Engineering having more than 25 years of experience as a leading business entrepreneur in various sectors; specialized in setting up diverse Pharmaceutical and Biotechnology projects. His entrepreneurial spirit will contribute to the overall growth and success of the Company. | Mr. Jayendra Mehta is a Legal Advisor by Profession and he holds expert knowledge & experience Consumer Protection matters. | Ms. Manali Patel has done Business Management from Canada. She has profound knowledge of management and administrative skills and has 5 years of experience in the field of management. |
| Designation | Non-executive Director | Non-executive, Independent Director | Non-executive, Independent Director |
| Chairman/Member of the Committee of the Board of Directors of the Company | Member of Nomination and Remuneration Committee | Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee | Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee |
| No. of Shares held in the Company | 19,12,000 equity shares | Nil | Nil |
| Directorship in Other Listed Company | 1. Vivanta Industries Limited | Nil | Nil |
| Related to other directors | Mr. Parikh H. A. does not have any relationship with any other Directors on the Board. | Mr. Jayendra Mehta does not have any relationship with any other Directors on the Board. | Ms. Manali Patel 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 Mr. Parikh H. A. (DIN: 00027820), as an Additional Director w. e. f. March 29, 2019. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Parikh H. A. holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Parikh H. A. as a Director.

Mr. Parikh H. A. is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Mr. Parikh H. A. 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 Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Jayendra Mehta (DIN: 08210602), as an Additional Director w. e. f. August 8, 2019. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Jayendra Mehta holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Jayendra Mehta as a Director.

Mr. Jayendra Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Mr. Jayendra Mehta 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. 4 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. 4 of the Notice.

Item No. 5 to the Notice

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Manali Patel (DIN: 08531916), as an Additional Director w. e. f. August 8, 2019. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Ms. Manali Patel holds the office as an Additional Director up to the date of the forthcoming Annual General Meeting.

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

Ms. Manali Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as Director. Moreover, Copy of the draft formal letter for appointment of Ms. Manali Patel 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. 5 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. 5 of the Notice.

Place: Ahmedabad
Date: August 8, 2019

For and on behalf of the Board

Bhaskar Bhattacharya
Managing Director
DIN:07487250

Parikh H. A.
Director
DIN: 00027820

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 25th September, 2019 to 30th September, 2019 (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. 3, 4, 5 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 appointment or re-appointment as Director under Item No. 2,3,4,5 of the Notice, are also annexed.
10. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 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. 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.
14. SEBI vide its notification dated June 8, 2018 amended regulation 40 of the SEBI Listing Regulations pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
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 Chintan K. Patel, Practicing Company Secretary, 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 27, 2019, 9:00 a.m.> and ends on <September 29, 2019, 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 24, 2019) 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 | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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) | <p>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.</p> <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.