

Vivo Bio Tech Ltd.

Your Drug Discovery Partner



32nd Annual Report

2019

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32nd Annual General meeting on Saturday, 28th Day of September, 2019 at 1.30 P.M. at 8-2-672/5 & 6, 3rd Floor, Ilyas Mohammed Khan Estate, Road No.1, Banjara Hills, Hyderabad, Telangana-500034. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the Meeting.

Registered office:

8-2-672/5&6, 3rd Floor, Ilyas
Mohammed Khan Estate,
Road No.1, Banjara Hills,
Hyderabad, Telangana - 500034
Phone : 040 - 23313288

Auditors**M/s. PCN & Associates**

(formerly Chandra Babu Naidu & Co.,)
Plot No.12, Ground Floor
Software Layout Unit, Cyberabad
Hyderabad - 500 081
Phone # 040-2311 9499

Secretarial Auditors

Patnaik & Associates
Company Secretaries
Flat no 301, 2nd Block,
Prajay Gruhatara Apartments,
Kompally, Secunderabad - 500100

Main Bankers

Canara Bank IF Branch,
Hyderguda, Hyderabad.

Registrar & Share Transfer Agents**M/s. Aarthi Consultants Private Ltd**

1-2-285, Domalguda,
Hyderabad - 500029.
Phone# 91-40-27634445, 27638111
Fax: 91-40-27632184

R & D Facility

Survey # 349/A, Pregnapur Village,
Gajwel -502311, Siddipet District,
Telangana, India

M Kalyan Ram

Whole Time Director

Alangudi Sankaranarayanan

Director

Kunasingam V Sittampalam

Non-Executive Director
(Resigned w.e.f. from 22nd March, 2019)

Sunder Kanaparthi

Independent Director

Hariharan R

Independent Director

M Vijaya Lakshmi

Independent Director

Kalyan Kumar Korisapati

Chief Operating Officer

Ch Varun Kumar

Company Secretary
(Resigned w.e.f. from 18th May, 2019)

K T V Kaladhar

Executive Director & C.F.O.

Notice of Annual General Meeting

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of the Company will be held on Saturday, the 28th day of September, 2019, at 01.30 PM at 8-2-672/5&6, Conference Hall, 3rd Floor, Ilyas Mohammed Khan Estate, Road No.1, Banjara Hills, Hyderabad, Telangana - 500034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. M. Kalyan Ram (DIN 02012580) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item# 3. Regularisation of Mr. K.T.V. Kaladhar

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

"RESOLVED THAT Mr. K.T.V Kaladhar (DIN 08450361), who was appointed as an Additional Director of the Company with effect from 17th May, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

Item# 4 Appointment of Mr.K.T.V.Kaladhar as Executive Director of the Company.

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 sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration cum compensation committee and Audit committee, consent of members be and is hereby accorded for appointment of Mr. K.T.V. Kaladhar (DIN:08450361) as the Executive Director of the Company for a period of 3(three) years w.e.f. 17th May, 2019 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.

"RESOLVED FURTHER THAT Mr. K.T.V. Kaladhar, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges as any from time to time, be available to other Senior Executives of the Company."

“RESOLVED FURTHER THAT in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013”

Item# 5 Re-Appointment of Mr. Sunder Kanaparthi as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunder Kanaparthi (DIN : 00914869), a non executive Independent Director of the Company, 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 re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30th September, 2019, not liable to retire by rotation.”

Item# 6. Re-Appointment of Mr. Hariharan Ravindran as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hariharan Ravindran (DIN : 06883959), a non executive Independent Director of the Company, 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 re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30th September, 2019, not liable to retire by rotation.”

Date : 28th August, 2019

Place: Hyderabad

By Order of the Board

For Vivo Bio Tech Limited

M. Kalyan Ram

Whole Time Director

DIN : 02012580

Registered Office :

8-2-672/5&6, 3rd Floor, Road # 1,
Banjara Hills, Hyderabad-500034, Telangana

CIN: L65993TG1987PLC007163

Email: investors@vivobio.com

Website: www.vivobio.com

Notes:

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of him and the proxy need not be a member. The proxy form should be deposited at the registered office of the company not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of shareholders not exceeding Fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other shareholder
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM.
3. The relevant details as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, of director seeking re-appointment is annexed hereto.
4. The Register of Members / Register of Beneficiaries and Share Transfer books of the Company will remain closed from 22nd September, 2019 to 28th September 2019 (both days inclusive).
5. Members holding shares in physical form may write to the Company/Company's R&T agents for any change in their address and bank mandates. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective depository participants.
6. Members are requested to send all communication relating to shares to the Company's R&T Agents (Physical and Electronic) at the following address: M/s. Aarthi Consultants Private Ltd, Unit: Vivo Bio Tech Ltd, 1-2-285, Domalguda, Hyderabad-500029 Email-info@aarthiconsultants.com
7. The Certificate from the Auditors of the Company under SEBI(Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders at the AGM.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018.
9. Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the R&T Agent of the company for assistance in this regard.
10. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.

11. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode the company is sharing all documents with shareholders in the Electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail
12. The Company has appointed Mr. V Chandra Sekhar Patnaik, Practicing Company Secretary as Scrutinizer for conducting remote e-voting and poll process for the 32nd Annual General Meeting of the Company in a fair and transparent manner.
13. The Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the aforesaid documents in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
14. All documents referred to in the Notice will be available for inspection at the Company's registered Office during normal business hours on working days up to the date of AGM.
15. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
16. A Route Map showing direction to reach the venue of 32nd AGM is given in the Annual Report as per the requirement of the Secretarial Standard - 2 on General Meeting
17. Members may also note that the Notice of the 32nd AGM and the Annual report for the FY 2018-19 will be available on the company's website i.e., www.vivobio.com.
18. The facility for voting, either through electronic voting system or ballot or polling paper are available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting are entitled to exercise their right at the meeting; The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
19. In case of joint holders attending the meeting the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
20. Register of Directors and their shareholding Under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained Under Section 189, of the Companies Act, 2013 and rules made their under are available for inspection at the Registered Office of the Company.
21. The Company is not providing video conferencing facility for this meeting.
22. In case of member desired to get hard copy of Annual Report, they can right to Company at Registered Office Address or email at investors@vivobio.com. or info@aarthiconsultants.com.

Voting through electronic means/ Guidelines for Electronic Voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide E-Voting facility to members to cast their vote on all the resolutions set forth in the Notice convening 32nd Annual General Meeting (AGM) to be held on 28.09.2019. The Company engaged the Services of Central Depository Services Limited (CDSL) to provide the e-Voting Facility:

The instructions for Members for e-voting are as under:

The voting period begins on Wednesday, 25th September, 2019 at 9.00 a.m. and ends on Friday, 27th September, 2019 at 5.00 p.m. During this period shareholders' of the company, holding shares either in Physical Form or Dematerialized form, as on the cutoff date 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

a) Instructions for e-voting

- 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

| | |
|--|---|
| For Members holding shares in Demat Form | Form For Members holding shares in Physical |
| For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID | Folio Number registered with the company |

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.

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> <p>✦ Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>✦ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 (Which is printed on address label) in the PAN field</p> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format |

| | |
|-------------------------------|---|
| Dividend Bank Account Details | Enter the Dividend Bank Details as recorded in your demat account or in the Bank company records for the said demat account or folio. Please enter the DOB or Details Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id. |
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- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in Physical form will then reach directly to the voting screen.
- viii. 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.
- ix. If Demat account holder has forgotten the changed password then Enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.
- x. Click on the relevant EVSN for the “Vivo Bio Tech Limited” on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO
- xii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- xiii. 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.
- xiv. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. Note for Non-Individual Shareholders & Custodians:

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- a) 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

BY ORDER OF THE BOARD
For **VIVO BIO TECH LIMITED**

Place : Hyderabad
Date : 28th August, 2019

M. Kalyan Ram
Whole Time Director
DIN: 02012580

Registered Office:
8-2-672/5 & 6, 3rd Floor,
Ilyas Mohammed Khan Estate,
Road # 1, Banjara Hills,
Hyderabad-500034, Telangana
CIN: L65993TG1987PLC007163
Email: investors@vivobio.com
Website: www.vivobio.com