

VANTA BIOSCIENCE LIMITED
Secunderabad

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FIRST ANNUAL REPORT

2016-2017

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Registered Office

No.02/G/308/G.No.3/FF/SF
1-20-248, Umajay Complex,
2nd floor, Rasoolpura,
SECUNDERABAD - 500 003.

Plant (Research Centre)

Plot No. K2-B, 11th Cross Street
SIPCOT, Industrial Complex,
Gummidipoondi,
Tamilnadu - 601201.

Board of Directors

Sri M. Dopesh Raja
Managing Director

Sri M. Mohan Krishna
Director

Dr. Vyasmurti Madhavarao
Shingatgeri - Director

Dr. Padmanabhuni Venkata Appaji
Director

Dr. Jang Bahadur Gupta
Director

Dr. Gonuguntla Kathyayani
Director

Auditors

K B S & ASSOCIATES
Chartered Accountants
No.403, IIIrd Floor,
Padmaja Chambers,
Khairatabad,
HYDERABAD - 500 004.

Bankers

State Bank of India,
SME Branch, Saifabad,
Hyderabad.



Vanta Bioscience Limited

Regd. Office : 1-20-248, Umajay Complex,
Rasoolpura, Secunderabad - 500 003, INDIA.
Tel : +91 40 6657 5454, 2790 3226
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Website : www.vantabio.com
Email : info@vantabio.com
CIN No. : U74999TG2016PLC109280

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF VANTA BIOSCIENCE LIMITED WILL BE HELD ON WEDNESDAY, MAY 31, 2017 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO.02/G/308/G, NO.3/FF/SF/1-20-248, UMAJAY COMPLEX, RASOOLPURA, SECUNDERABAD - 500003, T.S.

Ordinary Business

1. To receive, consider and adopt the Financial Statements as at 31st March, 2017 along with the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Mohan Krishna Mulakala (DIN: 01448535), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors and to fix their remuneration and in this regard, 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 139 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, M/s. K B S & Associates, Chartered Accountants (FRN: 011208S) be and are hereby appointed as the statutory auditors of the Company for a term of 5 years from the conclusion of this annual general meeting till the conclusion of the sixth annual general meeting subject to ratification by members each year and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company."

Special Business

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV to the Companies Act, 2013, Dr. Padmanabhuni Venkata Appaji (DIN 02614167), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature, be and is hereby appointed as Director of the Company under independent category, to hold office for a period of 5 (five) consecutive years i.e. upto March 19, 2022 and that he shall not be liable to retire by rotation."



5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV to the Companies Act, 2013, Dr. Jang Bahadur Gupta (DIN 07751205), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature, be and is hereby appointed as Director of the Company under independent category, to hold office for a period of 5 (five) consecutive years i.e. upto March 19, 2022 and that he shall not be liable to retire by rotation.”

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV to the Companies Act, 2013, Dr. Gonuguntla Kathyayani in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature, be and is hereby appointed as Director of the Company under independent category, to hold office for a period of 5 (five) consecutive years i.e. upto May 18, 2022 and that he shall not be liable to retire by rotation.”

**By order of the Board
for VANTA BIOSCIENCE LIMITED**



**MULAKALA DOPESH RAJA
Managing Director
DIN: 01176660**

May 09, 2017
Secunderabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY(IES) IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE ACT IS ATTACHED HERewith



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4, 5 & 6:

The Board of Directors appointed Dr. Padmanabhuni Venkata Appaji (DIN: 02614167) and Dr. Jang Bahadur Gupta (DIN 07751205) as additional directors in independent category w.e.f. March 20, 2017 and Dr. Gonuguntla Kathyayani as additional director in independent category w.e.f. May 19, 2017 subject to necessary compliances.

The said directors were appointed for a period of 5 years subject to the approval of the members in the ensuing annual general meeting of the Company.

The Company has received requests in writing from members of the company proposing their appointment as Directors of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The Board feels their presence on the Board is desirable and would be beneficial to the Company and hence the Board recommends their appointment as Directors of the Company in the independent category.

Except the proposed appointees, none of the Directors, KMP or their relatives are interested in these resolutions.

By order of the Board
for VANTA BIOSCIENCE LIMITED



MULAKALA DOPESH RAJA
Managing Director
DIN: 01176660

May 09, 2017
Secunderabad

DIRECTOR'S REPORT

Dear Members

Your Directors have pleasure in presenting herewith the 1st Annual Report on the business of the Company together with the Financial Statements for the financial year ended March 31, 2017.

COMPANY AFFAIRS AND HIGHLIGHTS

The Company was incorporated on April 29, 2016 with an objective of carrying business of providing research and development, full range of preclinical toxicology studies including in Vitro and In Vivo toxicity studies in the areas of pharmaceutical industry, agro chemical, food cosmetics and medical devices. There were no operations in the Company during the FY 2016-17.

The Company has acquired the "Vanta Bioscience" (a toxicology division) from Kemin Industries South Asia Private Limited including the facilities and has commenced commercial activities since April 2017.

All the pre-operative expenses have been capitalized as on the date of balance sheet.

DIVIDEND

Your Directors do not recommend any dividend for the year.

TRANSFER TO RESERVES

During the year, no amounts were transferred to general reserve.

DEPOSITS

Your Company has not accepted any deposits falling within the preview of Section 73 of the Companies Act, 2013. During the year the Company has accepted unsecured loans from directors in terms of Rule 2(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014 details of which are disclosed in financial statements.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

Mr. Mohan Krishna Mohan Mulakala (DIN: 01448535) and Mr. Dopesh Raja Mulakala (DIN: 01176660) were the first directors of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Mohan Krishna Mulakala (DIN: 01448535) is liable to retire by rotation, being eligible offers himself for re-appointment.



During the year under review, Dr. Vyasmurti Madhavrao Shingatgeri (DIN: 07728757) was appointed as Additional Director w.e.f. 08.02.2017. The shareholders of the Company in their extra ordinary meeting held on 01.04.2015 have regularized him as a Director and appointed him as Whole Time Director of the Company.

Dr. Padmanabhuni Venkata Appaji (DIN 02614167) and Dr. Jang Bahadur Gupta (DIN: 07751205) were appointed as Additional Directors in Independent Category w.e.f. 20.03.2017. Dr. Gonuguntla Kathyayani was appointed as additional director in independent category w.e.f. 19.05.2017. Their regularization as Director is being proposed in this Annual General Meeting of the Company.

Mr. Venkata Rao Sadhanala and Mr. Zoheb Sultan Ali Sayani were appointed as Chief Financial Officer and Company Secretary of the Company respectively w.e.f. 02.05.2017

The Independent Directors have submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Act.

CONVERSION OF COMPANY INTO A PUBLIC LIMITED COMPANY

The Board of Directors of the Company proposed changing the status of the Company to a public limited company. The same was approved by the shareholders in their meeting held on 13.02.2017.

The same was confirmed by the Registrar of Companies, Andhra Pradesh and Telangana on 17.03.2017 and a fresh certificate of incorporation was issued in this regard.

STATUTORY AUDITORS

M/s. K B S & Associates, Chartered Accountants (FRN: 011208S) were appointed as the first auditors of the Company to hold the office upto the conclusion of the 1st annual general meeting.

The said auditors retire at the conclusion of this annual general meeting and being eligible have offered themselves for re-appointment. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Board proposes their re-appointment as the Statutory Auditors of the Company for a term of 5 years from the conclusion of the 1st annual general meeting till the conclusion of the 6th annual general meeting subject to ratification by members each year.

AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.



RISK MANAGEMENT POLICY

The Company has not developed or implemented any Risk Management Policy. It has identified that there no such elements of risk, which in the opinion of the Board may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial controls commensurate with the size of the business of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013 Your Directors' confirm that:

- i. In preparation of annual accounts for the financial year ended March 31, 2017 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2017 and of the profit and loss of the Company for the year;
- iii. The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis; and
- v. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is enclosed herewith as **Annexure - I**.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure - II**.



OTHER DISCLOSURES:

BOARD MEETINGS

During the year under review ten board meetings were held on 30.04.2016, 02.05.2016, 01.07.2016, 16.07.2016, 19.10.2016, 08.02.2017, 07.03.2017, 16.03.2017, 20.03.2017 and 30.03.2017. All Directors of the Company attended all the Board Meetings.

PARTICULARS OF EMPLOYEES

During the year under review, the provisions of Section 197(12) of the Companies Act, 2013 are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, the Company has not granted any loans, given guarantees or made investments covered under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

During the year the Company received Unsecured Loan of Rs. 5,38,53,920/- from one of the Directors of the Company Mr. Mohan Krishna and Equity Shares were allotted from an amount of Rs. 5,38,00,000/- against the Unsecured loans as above, and balance of Rs. 53,920/- remains as unsecured loan as end of the Balance Sheet.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and date of report.
5. No change in the nature of business of the Company.
6. There have been no Companies, which have become/ceased Subsidiaries, Joint Ventures or Associate Companies during the year under review.

