



Vanta Bioscience Limited



**4th Annual Report
F.Y. 2019-20**

CORPORATE INFORMATION

Board of Directors

Mr. Mohan Krishna Mulakala	:	Chairman (Non – Executive)
Mr. Dopesha Raja Mulakala	:	Managing Director
Mr. Sadhanala Venkata Rao	:	CEO & Whole Time Director
Dr. Vyasmurti Madhav Rao Shingatgeri	:	Whole Time Director
Dr. Padmanabhuni Venkata Appaji	:	Independent Director
Dr. Gonuguntla Kathyayani	:	Independent Director
Dr. Yogeswara Rao Danda	:	Independent Director

KMPs

Mr. A. Kiran Kumar	:	Chief Financial Officer
Mr. Zoheb S. Sayani	:	Company Secretary and Compliance Officer

Registered Office

Vanta Bioscience Limited

No.02/G/308/G, No.3/FF/SF/1-20-248, Umajay Complex,
Rasoolpura, Secunderabad – 500 003, Telangana, India
CIN: L74999TG2016PLC109280| Website: www.vantabio.com
Contact No.: +91 40 6657 5454| Email ID: cs@vantabio.com

Statutory Auditors

Mathesh&Ramana

Chartered Accountants
3-6-145, Himayatnagar, Hyderabad – 500 029

Corporate Consultants

Tapasvilal Deora & Associates

Practising Company Secretaries
Office No. 404(2), Paigah Plaza, Basheerbagh, Hyderabad – 500 063, T.S.

Bankers

State Bank of India

SME Branch, Saifabad, Hyderabad – 500 004

Registrar & Share Transfer Agents

Bigshare Services Private Limited

306, Right Wing, Amrutha Ville Apts. Somajiguda, Hyderabad – 500 082
Contact No. : 040 2337 4967; E-Mail : prabhakar@bigshareonline.com

Listed at

SME Platform of BSE Ltd.

VANTA BIOSCIENCE LIMITED

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Rasoolpura, Secunderabad – 500 003, Telangana, India
CIN: L74999TG2016PLC109280| **Website:** www.vantabio.com
Contact No.: +91 40 6657 5454| **Email ID:** cs@vantabio.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VANTA BIOSCIENCE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company

Ordinary Business

1. To receive, consider and adopt the Standalone and consolidated audited financial statements for the financial year ended March 31, 2020 along with the Reports of the Auditors and Board of 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.

Special Business

3. **Re- appointment of Mr. Dopesh Raja Mulakala (DIN: 01176660) as Managing Director of the Company.**

*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 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013, pursuant to the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to re-appoint Mr. Mulakala Dopesh Raja (DIN 01176660), as the Managing Director of the Company for another term of 3 years with effect from April 18, 2020 at a remuneration detailed below:

- i) **Overall remuneration:** Mr. Mulakala Dopesh Raja (DIN 01176660) shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 2,50,000/- (Rupees Two Lakh and Fifty Thousand Only) per month. He shall also be provided with a Company car with driver, telephone instrument and a laptop and shall be eligible for reimbursement of expenses at actuals in accordance with the policy of the Company. In case of any doubts/ discrepancy/ clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board.
- ii) **Minimum remuneration:** In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration, as minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act.
- iii) The composition of the remuneration payable to Mr. Mulakala Dopesh Raja (DIN 01176660) may be varied as desired by him and accepted by the Board.

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorised to do all such acts, things and deeds including but not limited to filing of requisite forms/ returns with the office of the Registrar of Companies so as to bring this resolution into force.”

4. Re- appointment of Dr. VyasmurtiMadhavraoShingatgeri (DIN 07728757)as Whole Time Director of the Company.

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 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013, pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded to re-appoint Dr. VyasmurtiMadhavraoShingatgeri (DIN 07728757) as the Whole Time Director of the Company for another term of 3 years with effect from April 01, 2020 at a remuneration detailed below:

i) **Overall remuneration:** Dr. VyasmurtiMadhavraoShingatgeri (DIN 07728757) shall be paid a remuneration (i.e. salary, perquisites and commission) upto Rs. 5,00,000/- (Rupees Five Lakh Only) per month. He shall also be provided with a Company car with driver, telephone instrument and a laptop and shall be eligible for reimbursement of expenses at actuals and other facilities in accordance with the policy of the Company. In case of any doubts/ discrepancy/ clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board.

ii) **Minimum remuneration:** In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration, as minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act.

iii) The composition of the remuneration payable to Dr. VyasmurtiMadhavraoShingatgeri (DIN 07728757) may be varied as desired by him and accepted by the Board.

RESOLVED LASTLY THAT the Directors of the Company be and are hereby severally authorised to do all such acts, things and deeds including but not limited to filing of requisite forms/ returns with the office of the Registrar of Companies so as to bring this resolution into force.”

5. Authorization to Board to give loans, guarantees and make investments

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

“**RESOLVED THAT** in supersession of the special resolution passed earlier,pursuant to the provisions of Section 186 of the Companies Act, 2013and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules, regulations, notifications and circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the approval of the members be and is hereby accorded to the Board of Directors to (a) give loans from time to time on such terms and conditions as it may deem expedient to any person, its subsidiaries and/or other body corporates; (b) give on behalf of any person, any guarantee, or provide security in connection with a loan made by any other person, its subsidiaries and/or by any body corporate; and (c) acquire by way of subscription, purchase or otherwise, the securities of any of its subsidiaries and/or other body corporates, in one or more tranches on such terms and conditions as the Board may in their absolute discretion deem

beneficial and in the interest of the Company, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100,00,00,000/- (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Directors be and are hereby severally authorised to take such actions and steps, including delegation of authority to any committee, as may be necessary and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without requiring the Board to secure any further approval of the Members of the Company.”

6. Authorization to Board to borrow funds:

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

“RESOLVED THAT in supersession of the special resolution passed earlier, pursuant to Sections 179, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules, regulations, notifications and circulars issued including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution for borrowing from time to time, any sum or sums of money for the purposes of the business of the Company, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding shall not, at any time, exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Directors be and are hereby severally authorised to take such actions and steps, including delegation of authority to any committee, as may be necessary and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without requiring the Board to secure any further approval of the Members of the Company.”

7. Authorization to Board to create charge on the assets of the Company

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

“RESOLVED THAT in supersession of the special resolution passed earlier, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other rules, regulations, notifications and circulars issued including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create charges, mortgages and / or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loans(s) (in Foreign currency and /

or rupees) and / or debentures (convertible / non-convertible / secured / unsecured) and / or securities in the nature of debt instruments issued / to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) .

RESOLVED FURTHER THAT the Directors be and are hereby severally authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, without requiring the Board to secure any further approval of the Members of the Company."

**By order of the Board
For Vanta Bioscience Limited**

**September 02, 2020
Secunderabad**

**Zoheb S. Sayani
Company Secretary**

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies are required to be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The 4th AGM of the Company thus is being held through video conferencing (VC) or other audio visual means (OAVM).
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 4th AGM. For this purpose, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members of such body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cstapasvideora@gmail.com with a copy marked to cs@vantabio.com
6. Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. The Notice calling the AGM has been uploaded on the website of the Company at www.vantabio.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ reappointment at this Annual General Meeting are also annexed as **Annexure-A**.
8. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's R & T Agents, Bigshare Services Private Limited, 306, Right Wing, Amrutha Ville Apts. Somajiguda, Hyderabad – 500 082, Contact No.: 040 2337 4967; E-Mail: prabhakar@bigshareonline.com. The Members are requested to send their communications if any to the aforesaid address.
9. The Company has designated an exclusive Email Id - cs@vantabio.com for redressal of Shareholders'/Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
10. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:
 - In case, shares are held in physical mode, members are requested to visit on the website of Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at <https://www.bigshareonline.com/> and upload the documents required therein.
 - In case, shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants.
11. Members holding shares in dematerialized form are advised to inform the particulars of change of address and email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialized mode for such changes and such instructions shall be given directly to the Depository Participants by the members.
12. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the AGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.
13. The Company has appointed Mr. Tapasvilal Deora, Company Secretary in Practice as "Scrutinizer" for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
14. Shareholders who have not registered their email id and wish to receive all communications/correspondences in electronic form can write to cs@vantabio.com.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
16. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on September 27, 2020 at 9:00 A.M. and ends on September 29, 2020 at 5:00 P.M During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2020 at 9:00 A.M may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- (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" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders 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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).