

## **Banka BioLoo Limited**

Regd. Off: Plot 11-4-651, A-109, Express Apartments, Lakdi ka Pool, Hyderabad – 500004, Telangana

CIN: L90001TG2012PLC082811

Tel No.: +91-40-29801495; Facsimile: +91-40-66688028

Email: investor.relations@bankabio.com; Website: www.bankabio.com

---

### **NOTICE**

NOTICE is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of **Banka BioLoo Limited** will be held on Wednesday, 16 September 2020 at 3.00 PM at its corporate office situated at 56, Nagarjuna Hills Road, Punjagutta, Hyderabad - 500082, Telangana, through video conferencing (“VC”) / other audio visual means (“OAVM”) to transact the following business:

---

#### **I. Ordinary Business**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2020, together with the reports of the Board of Directors and the Auditors’ thereon; and in this regard pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31 March 2020, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

2. To confirm the payment of Interim Dividend of Re. 0.50 per equity share for the financial year ended 31 March 2020, and declare final dividend of Re. 0.50 per equity share (pre-bonus shares) for the financial year ended 31 March 2020; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Interim Dividend of Re. 0.50 per equity share of Rs. 10 each fully paid, as approved by the Board of Directors and paid, be and is hereby confirmed for the financial year 2019-20.”

“**RESOLVED THAT** a dividend at the rate of Re 0.50 per equity share of Rs. 10 each fully paid-up of the company (pre-bonus shares) be and is hereby declared for the financial year ended 31 March 2020, and the same be paid to the shareholders of the Company as recommended by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

3. To appoint a Director in place of Mr. Sanjay Banka, DIN: 06732600, who retires by rotation and being eligible, offers himself for re-appointment; and in this regard, pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay Banka, DIN: 06732600, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto.”

## II. Special Business

4. To appoint Ms. Aparajita Agrawal, (DIN 08789734) as a Non-executive Independent Director, and in this regard, pass the following resolution **as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Aparajita Agrawal, (DIN 08789734), who has submitted a declaration that she meets the criteria of independence under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years, commencing from 17 September 2020 to 16 September 2025, whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors, including any Committee thereof and/ or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as it may be necessary to give effect to this resolution.”

5. Appointment of Dr. Basava Raju Dumpala (DIN 03303947) as a Non-executive Independent Director and in this regard to pass the following resolution **as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder, pursuant to 17(1)(A) and other applicable regulations SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Basava Raju Dumpala (DIN 03303947), who will attain the age of 75 years on 1 June 2022, who has submitted a declaration that he meets the criteria of independence under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years, commencing from 17 September 2020 to 16 September 2025, whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors, including any Committee thereof and/ or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as it may be necessary to give effect to this resolution.”

6. Authority to extend loan(s) and giving guarantee(s) or providing securities in terms of provisions of Section 185 of the Companies Act, 2013, and in this regard to pass the following resolution **as a Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 185(2) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any Loan taken/to be taken by any person in which any of the Directors of the Company is interested or deemed to be interested, up to Rs 5 Crores (Rupees Five Crores only) in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, providing security(ies), furnishing guarantee(s) and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto, as the Board in its

absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to take all necessary steps and do all necessary things in order to comply with all the formalities and further to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto.”

7. Approval of Related Party Transactions in terms of provisions of Section 188 of the Companies Act, 2013, and in this regard to pass the following resolution **as an Ordinary Resolution**

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read along with the rules made thereunder and in terms of the Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment thereof, subject to such disclosures as may be required from time to time, approval of the shareholders be and is hereby accorded to the “Board” (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or carrying out and/or continuing contract(s)/ arrangement(s)/ transaction(s), including material transaction(s) with any related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, provided that contract(s)/ transaction(s) so carried out with any of related party(ies) of the Company (entered/ to be entered individually with a related party or entered/ to be entered with all the related parties up to a maximum amount of Rs. 5 Crores (Rupees Five Crores only) during any given financial year, on such terms and conditions as may be decided by the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** all the actions, decisions and approvals and/or to be accorded by the Board of Directors (including the Audit Committee) in this connection be and are hereby approved and confirmed and the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

**By Order of the Board  
For Banka BioLoo Limited**

**Date: 27 July 2020**

**Place: Hyderabad**

**Namita Banka**  
**Managing Director**  
**DIN: 05017358**

**Notes**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 8<sup>th</sup> Annual General Meeting is annexed hereto as **Annexure-I**.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April, 2020 and General Circular No. 20/2020 dated 5 May 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 8<sup>th</sup> AGM of the Company is being convened and conducted through VC/OAVM.
3. The Company has enabled the Members to participate in the 8<sup>th</sup> AGM without physical presence, through the VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs.
4. 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 the MCA Circulars, the Company has provided the facility to Members to exercise their right to vote by electronic means through remote e-voting and voting at AGM. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by CDSL. The process of remote e-voting with necessary user ID and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 8<sup>th</sup> AGM being held through VC.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM, along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website [www.bankabio.com](http://www.bankabio.com), website of the Stock

Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. To promote green initiative, Members who have not registered their email addresses are requested to register/update the same with their Depository Participants (DPs) in case the shares are held by them in electronic form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR, IFSC, etc. to their DPs.
8. The Board of Directors, in their board meeting held on 29 June 2020, declared an interim dividend of Re. 0.50 per fully paid-up equity share of Rs. 10 each.
9. The Board of Directors has recommended a final dividend of Re. 0.50 per equity share per fully paid-up equity share (pre-bonus shares) of Rs. 10 each.
10. The Company has fixed 9 September 2020 as the record date and cut-off date (“the Cut-off Date” and/or “the Record Date”) to determine the entitlement of members to dividend for the financial year ended 31 March 2020, and as well as to determine the eligibility of members to cast their votes by remote e-voting and voting during the 8<sup>th</sup> AGM scheduled to be held on 16 September 2020 through VC/OAVM Facility.
11. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS/NECS/NEFT, of those shareholders whose names are furnished on the Company’s Register of Members or Register of Beneficial Owners as maintained by the Depositories (NSDL and CDSL) on the Record Date.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM.
13. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 9 September 2020 may obtain the login ID and password by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor.relations@bankabio.com](mailto:investor.relations@bankabio.com) with their DP ID and Client ID.
14. As per the provisions under the MCA Circulars, Members attending the 8<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 9 September 2020.

16. The Company has appointed Mr. Ramana Reddy, Practising Company Secretary, (CP No. 18415) from P. S. Rao & Associates, to act as the Scrutinizer, to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
17. In terms of Section 152 of the Act, Mr. Sanjay Banka (DIN 06732600), retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Details of the Directors seeking appointment/ re-appointment as required in terms of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are provided as **Annexure -II** to this Notice.
18. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants (DPs). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
19. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 8<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 8<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
20. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. In case of any query regarding the Annual Report, the Members may write to [investor.relations@bankabio.com](mailto:investor.relations@bankabio.com) to receive an email response. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
22. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered or corporate office or the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.bankabio.com](http://www.bankabio.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

23. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 27 September 2019 on its website at [www.bankabio.com](http://www.bankabio.com).
24. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
25. As the 8<sup>th</sup> AGM is being held through VC/ OAVM, the route map is not annexed to this Notice.
26. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
27. The Meeting shall be deemed to be held at the Corporate Office of the Company at 56, Nagarjuna Hills Road, Punjagutta Hyderabad – 500082 Telangana, India.
28. The Company has appointed PRSV & Co. LLP, Chartered Accountants (firm registration No. S200016), as the Statutory Auditors of the Company, to hold the office from the conclusion of the 5<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 10<sup>th</sup> Annual General Meeting to be held in 2022. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from 7 May 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 8<sup>th</sup> Annual General meeting.
29. Instructions for e-voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to [investor.relations@bankabio.com](mailto:investor.relations@bankabio.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### 30. Voting Options

- (i) **E-voting Period:** The voting period begins on 13 September 2020 (9:00 a.m. IST) and ends on 15 September 2020 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 9 September 2020 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](http://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 [www.cdslindia.com](http://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.

Next, enter the image verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>for shareholders holding shares in demat form and physical form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company i.e. **Banka BioLoo Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "**Resolutions File Link**", if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "**Confirm**" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the voting page.
- (xvii) 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 and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The **m-Voting app** can be downloaded from the respective app store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

**Process for those shareholders whose e-mail addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice.**

Please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL 16-digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email ID**.

The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through laptops / tablets for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptops, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request advance at least 7 days prior to meeting mentioning their name, demat account number/ folio number, email ID, mobile phone number at [investor.relations@bankabio.com](mailto:investor.relations@bankabio.com). The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for E-voting during the AGM are as under**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) **Note for Non-Individual Shareholders and Custodians**

- a. Non-Individual shareholders (i.e. other than individuals, HUFs, NRIs etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. 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.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. 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.
- f. Alternately, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@bankabio.com](mailto:investor.relations@bankabio.com), if they have voted from individual tab and not uploaded same on the CDSL e-voting system for the scrutinizer to verify the same.

- g. If you have any query or issue regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under Help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- h. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or call on 022-23058542/43.

### **Scrutinizer’s Report**

1. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty-eight) hours from the conclusion of the AGM, who shall then countersign and declare the results of the voting forthwith.
2. The results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company at [www.bankabio.com](http://www.bankabio.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to National Stock Exchange of India Limited, Mumbai.

## **Annexure-I to Notice**

### **EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 4**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Ms. Aparajita Agrawal as Non-Executive Independent Director of the Company to hold office for a period from 17 September 2020 to 16 September 2025, not liable to retire by rotation.

The Company has received necessary declaration(s) from her confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Ms. Aparajita Agrawal is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

Ms. Aparajita Agrawal is management professional with 18 years of experience in impact investing, entrepreneurship development, and network building. Ms. Aparajita Agrawal has expertise in sectors such as innovative finance, microfinance, livelihoods, education and women entrepreneurship. Presently, she is involved in consulting assignments to further social entrepreneurship, innovative financing and impact investing. Her last full-time institutional role was the Country Director for a British Charity straddled philanthropy and impact investments. Prior to this, she has 12+ years of progressive experience as Co-founder and Director at Intellectap Advisory Services Pvt. Ltd., a leading global development advisory firm in India where she co-created new business verticals, service lines, managed profit centres and expanded the firm's business in new geographies. She successfully led global engagements through rapid network building, fund-raising, regional expansion and complex stakeholder management.

In the opinion of the Board, Ms Aparajita Agrawal fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Your Board believes that Ms Aparajita Agrawal's induction on the Board will support in broadening the overall expertise of the Board.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at [www.bankabio.com](http://www.bankabio.com) and will be available for

inspection, without any fees, by the Members at the Company's registered office during normal hours on working days up to the date of AGM and also at the Meeting.

Save and except Ms Aparajita Agrawal and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested in or concerned, financially or otherwise in the Resolution set out at **Item No. 4**.

The Board of Directors, accordingly, recommends the Ordinary Resolution set out at **Item No. 4** of the Notice for the approval of the Members.

#### **ITEM NO. 5**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Dr. Basava Raju Dumpala (DIN: 03303947) as Non-Executive Independent Director of the Company to hold office for a period from 17 September 2020 to 16 September 2025, not liable to retire by rotation.

The Company has received necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Dr. Basava Raju is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Pursuant to the provisions of Regulation 17(1) A of SEBI (Listing Obligations and Disclosure Requirement Regulations) no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) (Amendment) Regulations, 2018 dated 9 May 2018, effective from 1 April 2019, approval of the Members by way of Special Resolution is required for appointment of Non-Executive Directors beyond the age of seventy-five years. Consent of the members, by way of Special Resolution, is also sought under Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, for re-appointment of Dr. Basava Raju Dumpala, who would attain the age of 75 years

in 2022, i.e., during the mid-tenure. Hence, the Board of Directors of the Company recommends the resolution as set out as **Item No. 5** as a Special Resolution.

#### Justification for the Appointment of Dr. Basava Raju

Dr. Raju is a senior management professional who combines corporate leadership experience with an understanding of interpersonal dynamics. He has over 35 years' experience with Larsen & Toubro (L&T). As a member of the top management team of L&T, Dr. Raju helmed several key business and corporate functions. He was the Executive Vice President and Advisor to the Chairman, L&T. Among the business roles, Dr Raju handled several sales and marketing functions. He consolidated the realty business portfolio of the company as the Director & Head of L&T Realty Limited. He led negotiations with the trade unions for wage settlements and to maintain harmonious and productive working environment at the company's campuses.

He has taught Industrial Marketing at National Institute of Industrial Engineering and S P Jain Institute of Management and Research, Mumbai. Dr. Raju's rich diversity of experience gave him a ring-side view of the top management and enabled him to acquire a thorough understanding of the leadership psyche. As an Executive Coach, he applies this understanding to help business executives realize their true potential. He has coached and mentored several senior executives from manufacturing, infrastructure, technology, finance and realty sectors.

Based on the professional skill, knowledge, expertise the Board of Directors of the Company have, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it will be in the interest of the Company to continue to avail the services of Dr. Basava Raju Dumpala as an Independent Director.

In the opinion of the Board, Dr. Basava Raju Dumpala fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Your Board believes that Dr. Basava Raju Dumpala's induction on the Board will support in broadening the overall expertise of the Board.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at [www.bankabio.com](http://www.bankabio.com) and will be available for inspection, without any fees, by the Members at the Company's registered office during normal hours on working days up to the date of AGM and also at the Meeting.

Save and except Dr. Basava Raju Dumpala and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at **Item No. 5**.



The Board of Directors, accordingly, recommends the Ordinary Resolution set out in **Item No. 5** of the Notice for the approval of the Members.

#### **ITEM NO. 6**

As per the provisions of Section 185 of the Companies Act, 2013 (the 'Act') a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that (a) a special resolution is passed by the company in General Meeting and (b) the loans are utilized by the borrowing company for its principal business activities.

The Company may have to render financial assistance in the ordinary course of business by way of advancing loan(s), to any of its to the entities in which directors are interested. In terms of provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company may advance loan(s) to the entities in which any Director of the Company is interested or deemed to be interested, subject to approval of Members by way of a Special Resolution.

Hence, in order to ensure the said loans granted, guarantees given and securities provided are in compliance with provisions of Section 185(2) of the Act and rules made thereunder, it is proposed to obtain the approval of the members in the General Meeting.

The Members may note that the Board of Directors would carefully evaluate proposals in the best interest of the Company and provide such loan(s), through deployment of funds only out of its surplus funds/ internal resources/ accruals and/or any other appropriate sources, from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except to the extent of their directorship and/or deemed interest and/or shareholding in respective entities, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

The Board of Directors recommends the aforesaid **Special Resolution set out in Item No. 6** of the Notice for approval by the shareholders.

#### **ITEM NO. 7**

As per the provisions of Section 188 of the Companies Act, 2013 (the 'Act'), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the

Company is required to obtain the prior approval of the members by resolution for related party transactions, which exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and at an arm's length basis.

Hence, in order to ensure that the related party transactions are in compliance with provisions of Section 188 of the Act and rules made thereunder, it is proposed to obtain the approval of the members in the General Meeting. Therefore, the said resolution is proposed for the approval of the members.

Name of the Related Party	Nature of Transaction	Value up to which the company can enter into contract /arrange transaction with related party in a financial year
Vinraa Technology LLP	Sale, purchase or supply of any goods or materials; -availing or rendering of services;; - any other related party transaction as specified in under the applicable laws including Companies Act, 2013 and Rules thereunder and applicable listing regulations	Rs. 5 Crores (Rupees Five Cores only)
Name of the Director or Managerial Personnel who is/are directly or indirectly related, if any		

The Board recommends passing the Ordinary **Resolution set out in Item No. 7** of the Notice.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve the resolution set out in Item 7, whether the entity is a related party to the particular transaction or not.

None of the Directors, other than those mentioned hereinabove, and Key Managerial Personnel or their relative(s) is/are directly or indirectly concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7 of the Notice.

**By Order of the Board**

**For Banka BioLoo Limited**

**Date: 27 July 2020**  
**Place: Hyderabad**

**Namita Banka**  
**Managing Director**  
**DIN: 05017358**

## Annexure-II to Notice

**The statement containing additional information as required in Schedule V of the Companies Act, 2013.**

1. Nature of Industry: **Human waste treatment and management**
2. Date of commencement of commercial production: **The Company is in operation since August 2012.**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**
4. Financial performance (standalone)

(Amount in Rs lakhs)

	<b>2019-20</b>	<b>2018-19</b>
Total Income	4,832	3,579
Profit before finance cost, depreciation, amortization and tax	905	656
Profit before Tax	763	566
<b>Profit after Tax</b>	<b>605</b>	<b>449</b>

**Details of Directors seeking appointment at the 8<sup>th</sup> Annual General Meeting to be held on 16 September 2020 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Schedule V of the Company**

**Details of Mr. Sanjay Banka**

DIN	06732600
Date of Birth	11.08.1969
Date of appointment/ reappointment on the Board	02.02.2014
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of General Law from South Gujarat University, Surat</li> <li>• Master of Business Administration (MBA) from Stuttgart Institute of Management and Technology, Germany</li> </ul>
Brief resume/ experience (including expertise in specific functional area)	<p>Mr. Sanjay Banka, aged 50 years, is the Executive Chairman of our Company. He completed his Bachelor of General Law from South Gujarat University, Surat, and Master of Business Administration (MBA) from Stuttgart Institute of Management and Technology, Germany.</p> <p>Prior to joining our Company, Mr. Sanjay Banka has more than two decades of experience working in senior positions with MNCs such as HSBC, Reuters and GlobalData in areas of financial services, business and industry research on global companies across industries. His functional responsibility is developing industry networks for further business development, setting up the key processes for scaling up, building national and international partnerships and collaborations.</p>
Remuneration last drawn (including sitting fees, if any)	Rs. 46,88,302 per annum
Remuneration proposed to be paid	No change
Shareholding in the Company as on 31 March	<p>Individual capacity : 4,94,400</p> <p>On behalf of HUF : 41,424</p>

2020		
Relationship with other Directors / Key Managerial Personnel/ Managers	Name of the Director Relationship	Relationship
	Namita Banka	Spouse
	Vishal Murarka	Brother in law
	*Except as stated above Mr. Sanjay Banka is not related to any other Director.	
Number of meetings of the Board attended during the year	6	
Directorship of other Boards as on 31 March 2020	Nil	
Membership / Chairmanship of Committees of the other Boards as on 31 March 2020	Nil	

#### **Details of Ms. Aparajita Agrawal**

<b>Particulars</b>	<b>Ms. Aparajita Agrawal</b>
DIN	08789734
Date of Birth	08.08.1979
Qualifications	<ul style="list-style-type: none"> <li>• PGDM (MBA), Indian Institute of Forest Management (IIFM) Bhopal, 2000-2002</li> <li>• Bachelor of Science (Mathematics, Statistics, Economics), Meerut College, CCS University, Meerut, 1997-2000</li> </ul>
Brief resume/experience (including expertise in specific functional area)	As given in Explanatory Statement which is enclosed <b>Annexure-I</b> to the notice
Remuneration last drawn (including sitting fees, if any)	Not applicable
Remuneration proposed to be paid	Not applicable

Shareholding in the Company as on 31 March 2020	Nil
Relationship with other Directors / Key Managerial Personnel/ Managers	Not related to any director of the Company
Number of meetings of the Board attended during the year	Nil
Directorship of other Boards as on 31 March 2020	Nil
Membership / Chairmanship of Committees of the other Boards as on 31 March 2020	Nil

#### **Details of Dr. Basava Raju Dumpala**

<b>Particulars</b>	<b>Ms. Basava Raju Dumpala</b>
DIN	03303947
Date of Birth	01.06.1947
Qualifications	BE, PhD
Brief resume/experience (including expertise in specific functional area)	As given in Explanatory Statement which is enclosed <b>Annexure-I</b> to the notice
Remuneration last drawn (including sitting fees, if any)	Not applicable
Remuneration proposed to be paid	Not applicable
Shareholding in the Company as on 31 March 2020	Nil
Relationship with other Directors / Key Managerial Personnel/ Managers	Not related to any director of the Company

Number of meetings of the Board attended during the year	Nil
Directorship of other Boards as on 31 March 2020	Nil
Membership / Chairmanship of Committees of the other Boards as on 31 March 2020	Nil

**By Order of the Board  
For Banka BioLoo Limited**

**Date: 27 July 2020**

**Place: Hyderabad**

**Namita Banka  
Managing Director  
DIN: 05017358**