

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the members of Banka BioLoo Limited will be held on Thursday, 8 August 2024, at 3 PM (1500 hours), through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following businesses:

I. ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended 31 March 2024, together with the reports of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the audited standalone financial statements and audited consolidated financial statements of the Company, for the financial year ended 31 March 2024, and the reports of the Board of Directors and Auditors thereon, laid before this meeting, are considered and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company is 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.”

- 2. To appoint a Director in place of Mr. Akhilesh Kumar Tripathi (DIN: 05338290), who retires by rotation, and being eligible, offers himself for re-appointment.**

*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 152 of the Companies Act, 2013, Mr. Akhilesh Kumar Tripathi (DIN: 05338290), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company is 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.”

- 3. To approve the appointment of statutory auditors to fill the casual vacancy caused by the resignation, approved and recommended in the Board Meeting held on 4 July 2024.**

*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 Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company is accorded for appointment of B. D. Saboo &

Associates, Chartered Accountants, (Firm Registration Number: 003505S), as statutory auditors of the Company, with effect from 4 July 2024, to fill the casual vacancy arising out of resignation of P R S V & Co. LLP, Chartered Accountants, (Firm Registration Number: S200016), and to hold office till the conclusion of this Annual General Meeting, on such remuneration and reimbursement of expenses, as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board), is authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.”

II. SPECIAL BUSINESS

- 4. To approve the appointment of statutory auditors for a period of five consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the 17th Annual General Meeting to be held in 2029, and to fix their remuneration.**

*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 Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company is accorded for appointment of B. D. Saboo & Associates, Chartered Accountants, (Firm Registration Number: 003505S), as statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting, till the conclusion of the Annual General Meeting to be held in 2029, on such remuneration and reimbursement of expenses, as may be fixed by the Board of Directors in consultation with the statutory auditors, with the power of the Board of Directors to alter and vary the terms and conditions of appointment, etc. in such manner and to such extent, as may be mutually agreed with the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board), is authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.”

- 5. Re-appointment of Mr. Sanjay Banka (DIN: 06732600) as the Executive Chairman of the Company, for a period of 3 years, and approve the terms and remuneration of such appointment.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and any other applicable provision of the Companies Act, 2013 (“Act”), and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, Articles of Association of the Company, Regulation 17(6)(e) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/“Listing Regulations”), and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, consent of the members of the Company is accorded for re-appointment of Mr. Sanjay Banka (DIN: 06732600) as the Executive Chairman of the Company, for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), liable to retire by rotation, and to approve the terms and conditions of his appointment, including the remuneration in

excess of the limits prescribed under the applicable provisions, as set out in the Explanatory Statement, annexed to this notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board) shall, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in accordance with provisions of listing regulations, Sections 196, 197 and/or Schedule V of the Companies Act, 2013 thereof, and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Executive Chairman, the remuneration, as detailed herein, shall be paid to him as minimum remuneration, or such other remuneration, as may be agreed between the Board of Directors and Mr. Sanjay Banka, in accordance with applicable provisions of the Act and listing regulations, including Schedule V of the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors is authorized to take such steps and do all such acts, deeds, matters and things, as may be considered necessary, proper and expedient to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.”

6. Re-appointment of Mrs. Namita Sanjay Banka (DIN: 05017358) as Managing Director of the Company, for a period of 3 years, and approve the terms and remuneration of such appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, and any other applicable provision of the Companies Act, 2013 (“Act”), and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, Articles of Association of the Company, Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/“Listing Regulations”), and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors of the Company, the consent of the members of the Company is accorded for the reappointment of Mrs. Namita Sanjay Banka (DIN: 05017358) as Managing Director of the Company, for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), liable to retire by rotation, and to approve the terms and conditions of her appointment, including the remuneration as set out in the Explanatory Statement, annexed to this notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board) shall, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in accordance with provisions of listing regulations, Sections 196, 197 and/or Schedule V of the Companies Act, 2013 thereof, and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of her service as Managing Director, the remuneration, as detailed herein, shall be paid to her as minimum remuneration or such other remuneration, as may be agreed between the Board of Directors and Mrs. Namita Sanjay Banka, in accordance with applicable provisions of the Act and listing regulations, including Schedule V of the Act, for the time being in force.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to take such steps, and do all such acts, deeds, matters and things, as may be considered necessary, proper and expedient to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.”

7. Re-appointment of Mr. Akhilesh Kumar Tripathi (DIN: 05338290) as Executive Director of the Company, for a period of 3 years, and approve the terms and remuneration of such appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, and any other applicable provisions of the Companies Act, 2013 (“Act”), and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, Articles of Association of the Company, Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/“Listing Regulations”), and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, the consent of the members of the Company is accorded for the reappointment of Mr. Akhilesh Tripathi (DIN: 05338290) as an Executive Director of the Company for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), liable to retire by rotation, and to approve the terms and conditions of his appointment, including the remuneration, as set out in the Explanatory Statement annexed to this notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board) shall, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, in accordance with provisions of listing regulations, Sections 196, 197 and/or Schedule V of the Companies Act, 2013 thereof, and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Executive Director, the remuneration, as detailed herein, shall be paid to him as the minimum remuneration or such other remuneration, as may be agreed between the Board of Directors and Mr. Akhilesh Tripathi, in accordance with the applicable provisions of the Act and listing regulations, including Schedule V of the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors is authorized to take such steps, and do all such acts, deeds, matters and things, as may be considered necessary, proper and expedient, to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.”

8. Re-appointment of Mr. Sanjay Kumar Gangwar (DIN: 08153290) as a Non-Executive Independent Director for a second term having a tenure of 5 years.

To consider, and if thought fit, to pass, with or without modification(s), 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, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, (“SEBI LODR Regulations”/“Listing Regulations”), (including any statutory modification, amendment or re-enactment thereof, for the time being in force), Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjay Kumar Gangwar (DIN: 08153290), who has submitted a declaration that he meets the criteria of independence under

Section 149(6) of the Act and Regulation 16(1)(b) of 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, is re-appointed as Independent Director (Non-Executive) of the Company for a second term of 5 (five) years, from 2 October 2024 to 1 October 2029, 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, is authorized to do all such acts, deeds and things, as it may be necessary to give effect to this resolution, including filing the necessary e-Forms with Registrar of Companies.”

9. Approval of Related Party Transactions.

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 188 and other provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/“Listing Regulations”), as amended from time to time, and Company’s policy on Related Party Transactions, and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company is accorded to enter into and/or carry out and/or continue contract(s)/ arrangement(s)/ transaction(s) with related parties, such that the maximum value of such transaction(s) does not exceed, as specified and detailed in the table forming part of the Explanatory Statement, annexed to this notice, in the ordinary course of business and at arm’s length basis, and on such terms and conditions, as mutually agreed between such related party and the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company is authorized to do all such acts, deeds, matters, and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. To approve disinvestment in Wholly-owned Subsidiary.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013, and any other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, (including any statutory modification or re-enactment, thereof for the time being in force), and subject to the Memorandum and Articles of Association of the Company, and Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and recommendation of the Board of Directors of the Company, approval of members is accorded for sale / transfer / disposal of the whole of the Company’s investment in the equity shares, constituting 100% of the equity share capital of its wholly-owned subsidiary company, Enzotech Solutions Private Limited, having face value of Rs. 10 per share at a price, not less than Rs. 10.08 per share, for an aggregate consideration of Rs. 4,41,45,980 (Rupees Four Crores Forty-One Lakhs Forty-Five Thousand Nine Hundred and Eighty Only), as determined as per the valuation report, to prospective buyers to be identified, approximately on such terms and conditions, as the Board of Directors, may, in its absolute discretion, deem fit and appropriate, in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company is authorized to do, or cause to be done, all such acts, deeds and things, including actions, which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time, for giving effect to the above resolution, to identify prospective buyer(s), including finalizing, varying and setting the terms and conditions of the proposed

disinvestment; to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company; to negotiate and finalize the share purchase agreement, and/ or any other transaction document (including providing such representations, warranties, indemnities and covenants, as may be required), and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof, and seek requisite approvals from the relevant authorities and third parties, and lenders; to suitably inform and apply to all the concerned authorities, to settle any question, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company, deem necessary, desirable or expedient, to give effect to the above resolution.”

**For and on behalf of the board
Banka BioLoo Limited**

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

**Place: Hyderabad
Date: 4 July 2024**



Notes

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the 12th Annual General Meeting, is annexed hereto as **Annexure I**.
2. In terms of Section 152 of the Act, Mr. Akhilesh Kumar Tripathi (DIN: 05338290), 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 Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, are provided as **Annexure III** to this Notice.
3. The Ministry of Corporate Affairs (“MCA”) has, vide General Circular No. 09/2023 dated 25 September 2023, read along with General Circular No. 10 and 11/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 19/2021 dated 8 December 2021, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020, and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as “MCA Circulars”), permitted companies to conduct Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio-visual means (“OAVM”), subject to the compliance of various conditions mentioned therein. In compliance with the MCA Circulars, and applicable provisions of the Companies Act, 2013, and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 12th AGM of the Company is being convened and conducted through VC/OAVM.
4. The Company has enabled the members to participate in the 12th AGM without physical presence, through the VC/OAVM facility provided by Bigshare Services Private Limited (“Bigshare”). The instructions for participation by members are given in the subsequent paragraphs.
5. 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 Regulations (as amended), and the MCA Circulars, the Company has provided the facility to the 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 Bigshare. 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 the voting facility to be provided at/ during the 12th AGM being held through VC/OAVM.
6. 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 IDs are registered with the Company/depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website <https://www.bankabio.com/>, website of National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of Bigshare, <https://ivote.bigshareonline.com/> landing.
7. To promote green initiative, members who have not registered their email IDs are requested to register/update the same with their depository participants (DPs).
8. The Company has fixed 1 August 2024 as the cut-off date (“the Cut-off Date”) to determine the eligibility of members, to cast their vote by remote e-Voting, and voting during the 12th AGM, scheduled to be held on 8 August 2024 through VC/OAVM.

9. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 2 August 2024 to 8 August 2024 (both days inclusive) for the purpose of giving effect to the transmission and transposition requests lodged with the Company.
11. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice, and holds shares as of the cut-off date i.e., 1 August 2024 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or cs@bankabio.com with one's DP ID and Client ID.
12. As per the provisions of the MCA Circulars, members attending the 12th AGM through VC, shall be counted for the purpose of reckoning the quorum within Section 103 of the Companies Act, 2013.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 1 August 2024.
14. The Company has appointed Mr. M Ramana Reddy, Practicing Company Secretary, (CP No. 18415) 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 his availability for the same.
15. 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 DPs.
16. As per Section 105 of the Companies Act, 2013, and the rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on one's behalf. Since the 12th 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 12th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
17. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in the order of names, will be entitled to vote.
18. In case of any query regarding the Annual Report, the members may write to cs@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.
19. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's 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 <https://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 30 days of such shares becoming due to be transferred to the IEPF.

20. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of contracts or arrangements, in which the Directors are interested, are maintained under the Companies Act, 2013.
21. 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 not to 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.
22. Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.
23. The AGM shall be deemed to be held at the corporate office of the Company at 5th Floor, Prestige Phoenix, 1405, Uma Nagar, Begumpet, Hyderabad - 500016.
24. Instructions for e-Voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to cs@bankabio.com and ivote@bigshareonline.com
25. **The Instructions to the shareholders for remote e-Voting are as under:**

- (i) **e-Voting Period:** The voting period begins on **5 August 2024 at 09:00 am (IST)** and ends on **7 August 2024 at 05:00 pm (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1 August 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

I. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

	available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

II. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- a) You are requested to launch the URL on internet browser <https://ivote.bigshareonline.com>
- b) Click on "LOGIN" button under the 'INVESTOR LOGIN' section to login on e-Voting platform.
- c) Please enter you 'USER ID' (User ID description is given below) and 'PASSWORD', which is shared separately on you register email ID.
 - Shareholders holding shares in CDSL demat account should enter 16-digit Beneficiary ID as user ID.
 - Shareholders holding shares in NSDL demat account should enter 8-character DP ID, followed by 8-digit client ID as user ID.

- Shareholders holding shares in **physical form should enter Event No. + Folio Number** registered with the Company as user ID.

Note: If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- d) Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- e) If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and Click on **'Forgot your password?'**
- f) Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.

(In case a shareholder has valid email ID, password will be sent to one's registered email ID).

Voting method for shareholders on i-Vote e-Voting portal:

- a) After successful login, Bigshare e-Voting system page will appear.
- b) Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- c) Select event for which you desire to vote under the dropdown option.
- d) Click on **"VOTE NOW"** option, which appears on the right top corner of the page.
- e) Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"**, and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- f) Once you confirm the vote, you will receive confirmation message on display screen and also you will receive an email on your registered email ID. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is cast, it cannot be changed, subsequently.
- g) Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

III. Custodian registration process for i-Vote e-Voting Website:

- a) You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- b) Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- c) Enter all required details and submit.

- d) After successful registration, message will be displayed with **“User ID and password will be sent via email on your registered email ID”**.

Note: If custodian has registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user ID and password to login.

- e) If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- f) Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian has valid email ID, password will be sent to one’s registered email ID.)

Voting method for Custodian on i-Vote e-Voting portal:

- g) After successful login, Bigshare e-Voting system page will appear.

Investor Mapping:

- First, you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
- Click on **“DOCUMENT TYPE”** dropdown option, and select document type power of attorney (POA).
- Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

*Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention demat account number as investor ID.)*

- Your investor is now mapped, and you can check the file status on display.

Investor vote file upload:

- To cast your vote, select **“VOTE FILE UPLOAD”** option from left side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required, and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display. Once vote on a resolution is cast, it cannot be changed subsequently.
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholders other than individual shareholders	In case shareholders/ investor have any queries

holding shares in Demat mode & Physical mode.	regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338
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IV. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- a) The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- b) After successful login, **Bigshare E-voting system** page will appear.
- c) Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- d) Select event for which you are desire to attend the AGM/~~EGM~~ under the dropdown option.
- e) For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- f) Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- a) The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
- c) Members 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Scrutinizer's Report

1. The Scrutinizer shall, immediately, after the conclusion of e-Voting at the AGM, download the votes cast at the AGM, and thereafter unlock 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 two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting, forthwith.

2. The results, declared along with the report of the Scrutinizer, shall be placed on the website of the Company www.bankabio.com and on the website of Bigshare at <https://ivote.bigshareonline.com>, immediately after the declaration of results by the Chairman, or a person authorized by him. The results shall, also be, immediately, submitted to the National Stock Exchange.

CONTACT DETAILS

Company	Banka BioLoo Limited Phone: 86888 25013 Email: cs@bankabio.com
Registrar and Transfer Agent	Bigshare Services Private Limited Phone: 040 - 23374967 Email: bsshyd1@bigshareonline.com
Virtual Meeting / e-Voting Agency	Bigshare Services Private Limited Email: ivote@bigshareonline.com
Scrutinizer	Mr. M Ramana Reddy Practicing Company Secretary Phone: 9059779006 Email: psrmrr2020@gmail.com

Annexure I

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

Item No. 3 and 4

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI LODR Regulations, though statutorily not required in terms of Section 102 of the Companies Act, 2013.

The Board of Directors, on the recommendation of the Audit Committee, and subject to approval of members, appointed B. D. Saboo & Associates, Chartered Accountants, (Firm Registration Number: 003505S), as statutory auditors of the Company w.e.f. 4 July 2024 to fill the casual vacancy, arising out of resignation of P R S V & Co. LLP, Chartered Accountants, (Firm Registration Number: S200016).

After evaluating and considering various factors, such as industry experience, competence of the audit team, efficiency in conducting audit, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, proposed the appointment of B. D. Saboo & Associates, Chartered Accountants, (Firm Registration Number: 003505S), as the statutory auditors of the Company, for the first consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company to be held in 2029, at a remuneration as may be mutually agreed between the Board and the statutory auditors.

In terms of the provisions of Section 139 of the Companies Act, 2013, read with rules made thereunder, appointment of statutory auditor, in case of casual vacancy caused due to resignation of existing auditor, shall also be approved by the members in a general meeting, convened within three months of appointment/recommendation of the Board, and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Accordingly, the Board of Directors has recommended for approval of the members, appointment of B. D. Saboo & Associates, Chartered Accountants, (Firm Registration Number: 003505S), as statutory auditors of the Company.

- (i) To fill casual vacancy arising out of resignation of P R S V & Co. LLP, Chartered Accountants, (Firm Registration Number: S200016), of the existing auditor w.e.f. 4 July 2024, and to hold office till the conclusion of this Annual General Meeting.
- (ii) For a period of five years, commencing from conclusion of this Annual General Meeting till conclusion of the Annual General Meeting to be held in 2029.

B. D. Saboo & Associates, Chartered Accountants, (Firm Registration Number: 003505S), have given consent to act as statutory auditors of the Company, and confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

Total fees of Rs. 5,50,000 (Rupees Five Lakhs and Fifty Thousand only) is proposed to be paid to B. D. Saboo & Associates, for the audit of financial statements of the Company for the financial year ended 31 March 2025, plus applicable taxes and out-of-pocket expenses, not exceeding 5% of the audit fees. Any increase in fee will be mutually agreed, on the basis of the efforts involved, and shall not exceed 10% of the fees paid for the previous

year, between the Board and the statutory auditors, in consultation with the Audit Committee, for the remaining part of the tenure.

The Board recommends the Ordinary Resolution for approval by the members.

None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Mr. Sanjay Banka (DIN: 06732600), aged 54 years, belongs to the promoter group of the Company. He completed his Bachelor of Arts from Mumbai University, Bachelor of General Law from Veer Narmad South Gujarat University, and Master of Business Administration from Stuttgart Institute of Management and Technology, Germany. 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.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, has been obtained that the Director is not debarred from holding office of a director, by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from Mr. Sanjay Banka, subject to approval of members, the Board of Directors, in their meeting held on 4 July 2024, re-appointed Mr. Sanjay Banka as Executive Chairman of the Company, for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), and the said appointment and terms of appointment, including remuneration to be paid to him, requires approval of the shareholders.

Accordingly, in terms of the provisions of Sections 196, 197, and other applicable provisions of Companies Act, 2013, and rules made thereunder, and SEBI Listing Regulations, the Board of Directors recommend the resolution, as set out in Item No. 5 for the approval of the members by way of Special Resolution.

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2024, subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration, up to Rs. 60,000,000 (Rupees Sixty Lakhs only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, performance-based rewards/ incentives.

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum setting out the terms of the appointment/re-appointment, as specified under Section 190 of the Companies Act, 2013. Personal accident and term life insurance, mediclaim coverage, notice period etc. will be as per Company's policy.

Additional disclosures, pursuant to the provisions of Schedule V of the Companies Act, 2013, as provided in Annexure II to this Notice.

Mrs. Namita Sanjay Banka and Mr. Vishal Murarka are interested in the resolution set out at Item No. 5 of the Notice with regard to re-appointment of Mr. Sanjay Banka as Executive Chairman of the Company.

Save and except the above, and Mr. Sanjay Banka being the appointee Director and his relatives, none of the directors and/or other key managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 6

Mrs. Namita Sanjay Banka (DIN: 05017358), aged 51 years, is a promoter and Managing Director of the Company. She completed her Bachelor of Science (Home Science) from University of Delhi, and completed Post-Graduate Diploma in Jewellery Designing, Manufacturing & Appraising from Indian Diamond Institute, Surat. She has over 15 years of experience in the sanitation and wastewater management sector. She has been a guiding force behind the growth and business strategy of our Company.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, has been obtained that the Director is not debarred from holding office of a director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from Mrs. Namita Sanjay Banka, subject to approval of members, the Board of Directors, in their meeting held on 4 July 2024, re-appointed Mrs. Namita Sanjay Banka as Managing Director of the Company, for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), and the said appointment and terms of appointment, including remuneration to be paid to her, requires approval of the shareholders.

Accordingly, in terms of the provisions of Sections 196, 197, and other applicable provisions of Companies Act, 2013, rules made thereunder, and SEBI Listing Regulations, the Board of Directors recommend the resolution, as set out under Item No. 6 for the approval of the members by way of Special Resolution.

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2024, subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration, up to Rs. 60,000,000 (Rupees Sixty Lakhs only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, performance-based rewards/incentives.

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum, setting the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. Personal accident and term life insurance, mediclaim coverage, notice period etc. will be as per Company's policy.

Additional disclosures, pursuant to the provisions of Schedule V of the Companies Act, 2013, as provided in Annexure II to this Notice.

Mr. Sanjay Banka and Mr. Vishal Murarka are interested in the resolution set out at Item No. 6 of the Notice with regard to re-appointment of Mrs. Namita Sanjay Banka as Managing Director of the Company.

Save and except the above, and Mrs. Namita Sanjay Banka being the appointee Director and her relatives, none of the directors and/or other key managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 7

Mr. Akhilesh Kumar Tripathi (DIN: 05338290), aged 51 years, is one of the founding members of the Company. He completed his Diploma in Automobile Engineering from Board of Technical Examinations, Maharashtra. He has more than two decades of experience working in automobile and railway-related production and operational planning, and looks after day-to-day technical and managerial aspects of the Company.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, has been obtained that the Director is not debarred from holding office of a director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from Mr. Akhilesh Kumar Tripathi, subject to approval of members, the Board of Directors, in their meeting held on 4 July 2024, re-appointed Mr. Akhilesh Kumar Tripathi as Executive Director of the Company, for a period of 3 (three) years, from 2 September 2024 to 1 September 2027 (both days inclusive), and the said appointment and terms of appointment, including remuneration to be paid to him, requires approval of the shareholders.

Accordingly, in terms of the provisions of Sections 196, 197, and other applicable provisions of Companies Act, 2013, rules made thereunder, and SEBI Listing Regulations, the Board of Directors recommend the resolution, as set out under Item No. 7 for the approval of the members by way of Special Resolution.

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2024, subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration, up to Rs. 60,000,000 (Rupees Sixty Lakhs only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, performance-based rewards/incentives.

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum, setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. Personal accident and term life insurance, mediclaim coverage, notice period etc. will be as per Company's policy.

Additional disclosures, pursuant to the provisions of Schedule V of the Companies Act, 2013, as provided in Annexure II to this Notice.

Except Mr. Akhilesh Kumar Tripathi (DIN: 05338290), being the appointee Director and his relatives, none of the directors and/or other key managerial personnel of the Company, or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 8

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends re-appointment of Mr. Sanjay Kumar Gangwar (DIN: 08153290) as a Non-Executive Independent Director of the Company, to hold office from 2 October 2024 to 1 October 2029, not liable to retire by rotation.

The Company has received the necessary declarations from him, confirming that he meets the criteria, as provided in Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a director within provisions of Section 164 of the Companies Act, 2013, and rules made thereunder nor debarred from holding the office of director, by virtue of any SEBI order or any other such authority. Further, he has also confirmed that he is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the databank of Independent Directors, maintained by the Indian Institute of Corporate Affairs. The Board, at its meeting held on 4 July 2024, perused the declarations and affirmed the same.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, has been obtained that the director is not debarred from holding office of a director by virtue of any order, passed by the Securities and Exchange Board of India or any other such authority.

Mr. Sanjay Kumar Gangwar is a commerce graduate {B.Com (Hons)} from Delhi University, and qualified as a Chartered Accountant in 1996. He is a fellow member of ICAI (FCA), and completed post qualification course of ICAI on Information System Audits {DISA (ICA)} in 2004. His core expertise lies in accounts and finance, corporate structuring, business re-structuring, advisory on tax planning and risk mitigation, corporate governance, risk and compliance.

In the opinion of the Board, Mr. Sanjay Kumar Gangwar fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI guidelines, and is independent of the management. Your Board believes that Mr. Sanjay Kumar Gangwar's induction on the Board will support in broadening the overall expertise of the Board. A copy of the appointment letter, setting out the terms and conditions of his appointment shall be available on the website of the Company at www.bankabio.com and will be available for inspection, without any fee, by the members at the Company's corporate office, during business hours on working days up to the date of Annual General Meeting, and also at the Meeting.

Save and except Mr. Sanjay Kumar Gangwar (DIN: 08153290) 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 in or concerned, financially or otherwise in the resolution set out at Item No. 8.

The Board of Directors, accordingly, recommends the Special Resolution set out in Item No. 8 of the Notice, for the approval of the Members.

Item No. 9

Pursuant to the provisions of Section 188(1) of the Companies Act, 2013, read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the related party transactions, as mentioned in clause (a) to (g) of the said section, require prior approval of the Board, and subsequently the members of the Company, which exceed such sum, as are specified in Rule 15(3) of the aforesaid rules.

Further, as required in Regulation 23 of SEBI (LODR) Regulations, 2015, all material related party transactions require the approval of the shareholders. However, the said approval of shareholders for material related party transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and considering the fact that the list of related parties can change dynamically, with no action on the part of the Company, and to facilitate seamless contracting and rendering/availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The particulars of related party transactions ("RPTs"), which are required to be stated in Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021, are as follows:

(Amount in Rs.)

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	Enzotech Solutions Private Limited	Megaliter Varunaa Private Limited	Sai Banka SPV Private Limited	Banka Earth Foundation	Sustainable Sanitation Industry Association	Vinraa Technology LLP
Nature of Relationship	Wholly-owned subsidiary	Subsidiary Company	Associate Company	Related party of the key management	Related party of the key management	Related party of the key management
Name of interest Director(s)/KMP	Company is a promoter	Mrs. Namita Sanjay Banka and Mr. Vishal Murarka	50% stake is held by the Company and Mr. Vishal Murarka	Mr. Sanjay Banka	Mr. Sanjay Banka	Mrs. Namita Sanjay Banka and Mr. Sanjay Banka
Sale, purchase or supply of any goods or materials	2,00,00,000	20,00,00,000	50,00,000	2,00,00,000	10,00,000	2,00,00,000

Availing or rendering of any services, directly or through appointment of agent	2,00,00,000	5,00,00,000	50,00,000	1,00,00,000	10,00,000	2,00,00,000
Selling or otherwise disposing of or buying property of any kind	2,00,00,000	5,00,00,000	50,00,000	1,00,00,000	10,00,000	2,00,00,000
Leasing of property any kind	2,00,00,000	5,00,00,000	50,00,000	1,00,00,000	10,00,000	2,00,00,000
Capital Contribution	5,00,00,000	5,00,00,000	50,00,000	1,00,00,000	-	2,00,00,000
Giving Loans	5,00,00,000	5,00,00,000	50,00,000	1,00,00,000	10,00,000	2,00,00,000
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs						
Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Enzotech Solutions Private Limited is a wholly-owned subsidiary of the Company	Megaliter Varunaa Private Limited is a subsidiary of the Company	Sai Banka SPV Private Limited is an associate company, wherein 50% stake is held by the Company	Banka Earth Foundation is a related party of the key management	Sustainable Sanitation Industry Association is a related party of the key management	Vinraa Technology LLP is a related party of the key management
Type, material terms, monetary value and particulars of the proposed RPTs	Proposed transactions are detailed above and will be transacted on arm's length basis.					
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	36.00%	90.01%	6.00%	14.00%	1.00%	24.00%
Justification for the proposed RPTs	The aforementioned transactions will not only help all the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations, and an increase in productivity. This, in turn, will contribute towards Banka BioLoo Group synergy and sustainability.					
Details of proposed RPTs relating to any loan, inter-corporate deposit, advance or investment made or given by the Company or its subsidiary						
• Details of the source of funds in connection with the proposed transaction	In respect of capital contribution and loan: Own share capital / internal accruals and liquidity of the Company					
• Where any financial indebtedness is incurred to make or	Not Applicable					

<p>give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure</p>						
<p>• Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p>	<p>Inter-corporate deposits shall not exceed the amount specified in the proposed resolution.</p> <ul style="list-style-type: none"> - Category: unsecured - Tenure: up to 12 months - Interest rate: No loan shall be given under this section, at a rate of interest lower than the prevailing yield of one-year, three-year, five-year or ten-year government security, closest to the tenor of the loan - Repayable on demand 					
<p>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>To meet the working capital requirement</p>					
<p>Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity, in relation to the proposed transaction will be made available through registered email ID of the shareholder.</p>	<p>The pricing mechanism followed for recurring transactions is based on the past practices adopting arm's length principle criterion, based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be, basis actual cost incurred.</p>					
<p>Name of the director or key managerial personnel ('KMP') who is related, if any, and the nature of one's relationship</p>	<p>Relative of Mrs. Namita Banka (Managing Director) and Mr. Vishal Murarka (CEO & Executive Director), is a Director on the Board of Enzotech Solutions Private Limited</p>	<p>Mrs. Namita Banka (Managing Director) and Mr. Vishal Murarka (CEO & Executive Director), are directors on the Board of Megaliter Varunaa Private Limited</p>	<p>Mr. Vishal Murarka (CEO & Executive Director, is a director on the Board of Sai Banka SPV Private Limited</p>	<p>Mr. Sanjay Banka (Executive Chairman), is a director on the Board of Banka Earth Foundation</p>	<p>Mr. Sanjay Banka (Executive Chairman), is a director on the Board of Banka Sustainable Sanitation Industry Association</p>	<p>Mrs. Namita Banka (Managing Director) and Mr. Sanjay Banka (Executive Chairman), are designated partners on the Board of Vinraa Technology LLP</p>
<p>Any other information that may be relevant</p>	<p>All relevant information is mentioned in the Explanatory Statement, setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>					

The Board recommends the resolution set forth in Item No. 9 of the Notice for approval of the members, by passing an Ordinary Resolution. All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sanjay Banka, Mrs. Namita Sanjay Banka and Mr. Vishal Murarka are interested in the resolution set out in Item No. 9 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and key managerial personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution, as set out in Item No. 9 of the Notice.

Item No. 10

Your Company holds 100% equity share capital of Enzotech Solutions Private Limited, a wholly-owned subsidiary, and is desirous to sell/dispose 100% equity share capital in its wholly-owned subsidiary company. It is to further inform to the members that Enzotech Solutions Private Limited ceases to be a material subsidiary of the Company, as it no longer meets the criteria of 'material subsidiary', under Regulation 16 of the SEBI LODR Regulations, 2015.

The sale consideration of equity shares having face value of Rs. 10 per share shall not be less than a price, Rs. 10.08 per share, for an aggregate consideration of Rs. 4,41,45,980 (Rupees Four Crores Forty-One Lakhs Forty-Five Thousand Nine Hundred and Eighty Only), as determined as per the valuation report, for sale/disposal of 100% equity share capital in its wholly-owned subsidiary company. The sale proceeds resulting out of this transaction will be significantly beneficial, and will enable the Company to have adequate liquidity for robust growth in operations and the proposed transaction is required to be completed, including identification of prospective buyer(s) within a span of six months from the date of approval of members in this meeting.

In view of the same, the Board of Directors, subject to the approval of members of the Company, by a special resolution, is required to sell, transfer, convey, assign or otherwise dispose of, the whole of the Company's investment in equity shares of its wholly-owned subsidiary, Enzotech Solutions Private Limited, to prospective buyer(s) on the terms and conditions, methods and modes in respect thereof, determining the exact effective date, finalizing, executing and registering the necessary documents, including agreement, deed, sale deed, agreement for sale and such other deeds documents and writings, deed of conveyance and irrevocable powers of attorney etc., and such other documents in the best interest of the Company.

The members of the Company are, further, requested to note that as per Section 180 (1)(a) of the Companies Act, 2013, and as per Regulation 24(5) of SEBI (LODR) Regulations, 2015, it is mandated that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking of the company, only with the approval of the members of the Company, by way of a special resolution.

The Board is of the opinion that the aforementioned proposal is in the best interest of the Company and hence, the Board recommends passing of the special resolution for the approval of the members of the Company.

Mrs. Namita Sanjay Banka and Mr. Vishal Murarka are interested in the resolution set out in Item No. 10 of the Notice, with regard to this resolution.

No director, except the one mentioned hereinabove, and key managerial personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution, as set out in Item No. 10 of the Notice.

**For and on behalf of the board
Banka BioLoo Limited**

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

**Place: Hyderabad
Date: 4 July 2024**



Annexure II

Additional disclosures, pursuant to the provisions of Schedule V of the Companies Act, 2013, w.r.t. Item No. 5 to 7.

a. Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Company, vide resolutions passed dated 4 July 2024.

b. Your Company has not defaulted on any due to any bank or public financial institution, non-convertible debenture holder, or other secured holder. Hence, the Company does not require prior approval of bank/or public financial institution /non-convertible debenture holder/other secured creditor.

c. Statement referred to in clause (iv) of Section II of Part II of the Schedule V of the Companies Act, 2013.

I. General information

(1) Nature of industry: *Sanitation and Wastewater Treatment*

(2) Date or expected date of commencement of commercial production: NA

(3) In case of new company, expected date of commencement of activities, as per project approved by financial institution(s), appearing in the prospectus: NA

(4) Financial performance based on given indicators:

(Amount in Lakhs, Rs. except EPS)

Financial Parameter	Financial years		
	2023-24	2022-23	2021-22
Total Revenue	5,074.11	4,295.56	3,908.75
Total Expenses	5,032.69	3,880.78	3,582.75
Net profit	32.65	307.64	305.87
Paid-up Capital	1,084.66	1,084.66	1,084.66
Reserves & Surplus	3,035.06	2,974.28	2,660.84
Earnings Per Share (EPS)	0.30	2.84	2.97

(5) **Foreign investments or collaborations, if any:** There is no foreign investment or collaboration in the Company.

II. Information about the appointee(s): *Provided in Annexure III to this Notice.*

III. Other information

(1) Reasons of loss or inadequate profits: NA

(2) Steps taken or proposed to be taken for improvement: NA

(3) Expected increase in productivity and profits in measurable terms: The management of the Company is expecting better financial results in the future.

Other required information about the salary, perquisite, bonus, service contract, notice period, etc. is given in Explanatory Statement, annexed to this Notice.

a. The brief resume and additional information of appointees, in pursuance of the provisions of Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, have been given in *Annexure III* to this Notice.

b. The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment, as specified in Section 190 of the Companies Act, 2013.

**For and on behalf of the board
Banka BioLoo Limited**

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



Annexure III

Details of Directors seeking re-appointment at the 12th Annual General Meeting

[Pursuant to Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards - 2 issued by The Institute of Company Secretaries of India for Item No. 2, 5, 6, 7, and 8 of 12th AGM Notice]

Name of the Director	<i>Mr. Sanjay Banka</i>	<i>Mrs. Namita Sanjay Banka</i>	<i>Mr. Akhilesh Kumar Tripathi</i>	<i>Mr. Sanjay Kumar Gangwar</i>
DIN	06732600	05017358	05338290	08153290
Date of Birth	11/Aug/1969	10/Mar/1973	2/Mar/1973	5/Nov/1971
Age	54 years	51 years	51 years	53 years
Date of Appointment on the Board	02/02/2014	31/08/2012	31/08/2012	01/10/2019
Date of Re-appointment on the Board	02/09/2024	02/09/2024	02/09/2024	02/10/2024
Nationality	Indian	Indian	Indian	Indian
Qualifications	<ul style="list-style-type: none"> • Bachelor of Arts from Mumbai University • Bachelor of General Law from Veer Narmad South Gujarat University • Master of Business Administration from Stuttgart Institute of Management and Technology, Germany 	<ul style="list-style-type: none"> • Bachelor of Science (Home Science) from University of Delhi • Post-Graduate Diploma in Jewellery Designing, Mfg. & Appraising from Indian Diamond Institute, Surat 	<ul style="list-style-type: none"> • Diploma in Automobile Engineering from Board of Technical Examinations, Maharashtra 	<ul style="list-style-type: none"> • Bachelor of Commerce (Hons) from Delhi University • Chartered Accountant and a fellow member of ICAI (FCA) • ICAI on Information System Audits {DISA (ICA)} holder
Background details/ brief resume/ experience (including expertise in specific functional area)	Mr. Sanjay Banka, aged 54 years, is the Executive Chairman of our Company. He has more than two decades of experience working in senior positions with MNCs, in areas of financial services, business and industry research on global companies across industries. His functional	Mrs. Namita Sanjay Banka aged 51 years, is a promoter and Managing Director of the Company. She completed her Bachelor of Science (Home Science) from University of Delhi, and completed Post-Graduate Diploma in Jewellery	Mr. Akhilesh Kumar Tripathi, aged 51 years, is one of the founding members and Whole-Time Director of the Company. He completed his Diploma in Automobile Engineering from Board of Technical Examinations, Maharashtra. He has	Mr. Sanjay Kumar Gangwar is a commerce graduate {B.Com (Hons)} from Delhi University and qualified as a Chartered Accountant in 1996. He is a fellow member of ICAI (FCA) and has also completed post qualification

	responsibility is developing industry networks for further business development, building national and international partnerships and collaborations, fund raising - nationally and globally, advocacy on water, sanitation and hygiene (WaSH).	Designing, Manufacturing & Appraising from Indian Diamond Institute, Surat. She has over 15 years of experience in the sanitation and waste management sector. She has been a guiding force behind the growth and business strategy of our Company.	more than two decades of experience working in automobile, railway-related production and operational planning and looks after day-to-day technical and managerial aspects of the Company.	course of ICAI on Information System Audits {DISA (ICA)} in 2004. His core expertise lies in accounts and finance, corporate structuring, business restructuring, advisory on tax planning and risk mitigation, corporate governance, risk and compliance.
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	Mr. Sanjay Banka is acclaimed for his efforts on global and national WaSH advocacy, and is a member of such committees and councils, including in social entrepreneurship.	Mrs. Namita Sanjay Banka has been awarded for her entrepreneurial excellence, nationally and globally.	Mr. Akhilesh Kumar Tripathi has been recognized for his contribution to improvements of sanitation systems in the trains.	Not Applicable
Terms and conditions of Appointment/ Re-appointment	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any) (Amount in Lakhs)	40.31	30.85	25.08	0.30
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	Sitting fee of Rs. 10,000 per meeting (As decide by the Board, from time to time, pursuant to the limit provided under Companies Act, 2013)
Pecuniary relationship in the Company	Mr. Sanjay Banka does not have any	Mrs. Namita Sanjay Banka does not have	Mr. Akhilesh Kumar Tripathi does not	Nil

	other pecuniary relationship in the Company, except remuneration proposed / paid/ to be paid to him.	any other pecuniary relationship in the Company, except remuneration proposed / paid/ to be paid to her	have any other pecuniary relationship in the Company, except remuneration proposed / paid/ to be paid to him.	
Shareholding in the Company as on 31 March 2024	12,16,000 Equity Shares	32,75,729 Equity Shares	4,25,860 Equity Shares	Nil
Directorship held in other Companies	1. Sustainable Sanitation Industry Association 2. Banka Earth Foundation	1. Megaliter Varunaa Private Limited	Nil	1. Fourth Estate Limited
Directorship/ membership /chairmanship of Committees of the board of Banka BioLoo Limited	Executive Chairman	Managing Director	Executive Director and member of Stakeholders Relationship Committee	Independent Director in Board of Directors, Chairman of Audit Committee and member of Nomination and Remuneration Committee
Names of listed entities in which the person, also, is a director / member / chairperson of committees of other Boards, as on 31 March 2024, along with details of resignation in past three years in listed entities	Nil	Nil	Nil	Nil
Number of board meetings attended during the financial year 2023-24	7 out of 7	6 out of 7	7 out of 7	7 out of 7
Comparative remuneration profile with respect to industry, size of the Company,	Taking into consideration the size of the Company, the profile, knowledge, skills and	Taking into consideration the size of the Company, the profile, knowledge,	Taking into consideration the size of the Company, the profile, knowledge,	NIL

profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of origin)	responsibilities shouldered by Mr. Sanjay Banka, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	skills and responsibilities shouldered by Mrs. Namita Sanjay Banka, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	skills and responsibilities shouldered by Mr. Akhilesh Kumar Tripathi, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	
Relationship with other Directors / Key Managerial Personnel/ Managers	<ul style="list-style-type: none"> Mrs. Namita Sanjay Banka: Spouse Mr. Vishal Murarka: Brother-in-law <p>Except as stated above, Mr. Sanjay Banka is not related to any other Director.</p>	<ul style="list-style-type: none"> Mr. Sanjay Banka: Spouse Mr. Vishal Murarka: Brother <p>Except as stated above, Mrs. Namita Sanjay Banka is not related to any other Director.</p>	NIL	NIL
In the case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable	Not Applicable	Not Applicable	The skills and capabilities required for the role of Independent Director has been defined by the Nomination and Remuneration Committee and Board, in context of the Company's business. The Nomination and Remuneration Committee and Board reviewed domain skills, professional experience and industry exposure of Mr.

				Sanjay Kumar Gangwar, Independent Director and concluded that he fulfils the skills/ expertise/ competencies, required in the context of the Company's business, to discharge his role as an Independent Director of the Company
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**For and on behalf of the board
Banka BioLoo Limited**

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

