

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of **Banka BioLoo Limited** will be held on Sunday, 20 March 2022 at 4 PM (1600 hours), at its corporate office at 5th floor, Prestige Phoenix, 1405, Uma Nagar, Begumpet, Hyderabad - 500016, through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business:

SPECIAL BUSINESS

1. **Approval for issue of equity shares on preferential basis, and to consider, and if thought fit, to convey assent or dissent to the following Resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (**the “Act”**), the Memorandum and Articles of Association of the Company, and any other rules, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“**SEBI**”), stock exchanges and /or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company, the consent of the Members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board, under this resolution), to create offer, issue and allot 5,65,462 (Five Lakhs Sixty Five Thousand Four Hundred Sixty Two only) fully paid-up equity shares having nominal value of Rs. 10 (Rupees Ten Only) each, at a premium of Rs. 66.62 (Rupees Sixty-six and Sixty-two Paise), being the price determined in accordance with the provisions of SEBI ICDR Regulations, for consideration other than cash on a preferential basis, to the following persons (hereinafter referred as “**Proposed Allottees**”) (under **Non-Promoter Category**), towards discharge of total purchase consideration of Rs. 4,33,25,698 (Rupees Four Crores Thirty-three Lakhs Twenty-five Thousand Six Hundred Ninety-eight only) payable to Proposed Allottees, being the promoters and shareholders, holding 100% of the equity shares of **Enzotech Solutions Private Limited** (“Enzotech”), a private limited company, incorporated under the Indian Companies Act, 1956, having CIN U41000TN2006PTC059620, with its registered office at 4, Kuppusamy Street, Off Old Mahabalipuram Road, Karapakam, Chennai - 600097, for the acquisition of 44,14,598 equity shares being the 100% shares of Enzotech, from the Proposed Allottees, pursuant to the term sheet, definitive agreement(s), including share swap

agreement, on such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 5,65,462 fully paid-up equity shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in Enzotech.”

Details of the Proposed Allottees

S. No.	Name, Address and PAN of the Proposed Allottee	No of equity shares held in Enzotech	No. of Equity Shares to be issued allotted in Banka BioLoo Limited	Category: Promoter/ Non-Promoter	Price of the equity shares to be issued (in Rs per equity share including a premium of Rs. 66.62 per equity shares)
1	Ajay Jain + Ritu Jain Flat No. 5&3, Samrpan, 25/7 Urur Olcott Kuppam Road, Besant Nagar, Chennai - 600090 8939902287 PAN AACPJ8036D and AAGPJ8431L	15,40,732	1,97,351	Non-Promoter	Rs. 76.62
2	Ajay Jain Flat No. 5&3, Samrpan, 25/7 Urur Olcott Kuppam Road, Besant Nagar, Chennai - 600090 PAN AACPJ8036D	9,26,796	1,18,713	Non-Promoter	Rs. 76.62
3	K Mahalingam 312, Lloyds Road, Royapetta, Chennai - 600014	3,11,807	39,939	Non-Promoter	Rs. 76.62

	PAN AJCPM4363M				
4	K Ravishankar 312, Lloyds Road, Royapetta, Chennai - 600014 PAN AAAPR6609L	3,11,807	39,939	Non- Promoter	Rs. 76.62
5	K Ramkumar 1-D, Kenilworth Apartments 6, Gangadhar Chetty Road, Ulsoor, Bengaluru - 560042 PAN AAGPR7858B	3,11,807	39,939	Non- Promoter	Rs. 76.62
6	N Balasubramani an 1, Nehru Nagar 3 rd Main Road, Adyar, Chennai - 600020 PAN AEIPB9133M	3,11,807	39,939	Non- Promoter	Rs. 76.62
7	A Sekar New No. 10, Old No. 42, Venkatesan Street, T. Nagar, Chennai - 600017 PAN ABCPS5886P	3,11,807	39,939	Non- Promoter	Rs. 76.62
8	Acsys Investments	3,88,035	49,703	Non- Promoter	Rs. 76.62

Private Limited Chamiers Centre, No. 6, Pasumpon Muthuramalingam Salai, Nandanam Chennai - 600035 PAN AAACA6235E Benicifically held by 1) Mr. V Shankar - 65% PAN AAAPS7632L 2) Vijayasudha Shankar -35% PAN - AACPV9744J					
Total	44,14,598	5,65,462	-	-	-

“RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company bearing ISIN INE862Y01015, in all respects (including with respect to dividend and voting powers), from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR is 18 February 2022, being the date 30 (thirty) days prior to the date.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations, and in addition to the lock-in period prescribed under SEBI ICDR Regulations, shall be locked in for a further period as

may be mutually agreed upon between the Company and Proposed allottees will be listed on National Stock Exchange, subject to receipt of necessary permissions and approvals.

- (ii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from “Applicable Regulatory Authorities. The equity shares shall be allotted in dematerialized form within the time period prescribed under SEBI ICDR Regulations i.e. within a period of 15 days from the date of passing of the special resolution by the members of the Company being, provided that where the allotment of said equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.”

“RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on National Stock Exchange of India Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015, SEBI (SBEB) Regulations, and other applicable laws and regulations.”

“RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of

necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with National Stock Exchange.”

“**RESOLVED FURTHER THAT** the Board is authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any officer(s) of the Company, to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

**By order of the Board of Directors
For Banka BioLoo Limited**

Place: Hyderabad
Date: 19 February 2022

**Sri Bala Aditya Yanamandra
Company Secretary and Compliance Officer**

Banka BioLoo Limited
(CIN L90001TG2012PLC082811)
Registered Office:
A-109 Express Apartments, Lakdi ka Pool, Hyderabad - 500004
website: www.bankabio.com

Notes

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Extra-Ordinary General Meeting is annexed hereto as Annexure I.
2. Pursuant to and in compliance with Ministry of Corporate Affairs (MCA) Circular No 20/2021 issued in continuation to MCA General Circular No. 14/2020 dated 8 April 2021, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September, 2020 and 39/2020 dated 31 December 2020 and 10/2021 dated 23 June 2021 and Pursuant to SEBI Circular No. SEBI/HO/DDHS/DDHS Div2/P/CIR/2021/697 dated December 21, 2022 the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC/OAVM without the physical presence of Members.
3. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.bankabio.com. The Notice can also be accessed from the website of the National Stock Exchange of India Limited at www.nseindia.com respectively. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.bankabio.com. The Notice can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the remote eVoting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
4. Shareholders seeking any information with regard to the matter to be placed at the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
5. The Company has enabled the members to participate in the EGM 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.
6. 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 the members to exercise their right to vote by electronic means through remote eVoting and voting at EGM. The facility of casting votes by a member using remote eVoting system, as well as voting during the EGM will be provided by CDSL. The process of remote eVoting with necessary user ID and password is given in the subsequent paragraphs. Such remote eVoting facility is in addition to the voting facility to be provided at/ during the EGM being held through VC/OAVM.

7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated 8 April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the EGM through VC/OAVM and cast their votes through eVoting.
9. The Company has fixed **13 March 2022** as the cut-off date ("**the Cut-off Date**") to determine the eligibility of members to cast their vote by remote eVoting, and voting during the EGM, scheduled to be held on 20 March 2022 through VC/OAVM.
10. 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 eVoting or voting during the EGM.
11. The Company has appointed Mr. M Ramana Reddy, Practicing Company Secretary, (CP No. 18415) to act as the Scrutinizer, to scrutinize the eVoting process, and voting at the EGM in a fair and transparent manner, and he has communicated his willingness to be appointed and availability for the same.
12. Since the EGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.
13. The EGM shall be deemed to be held at the corporate office of the Company at 5th floor, Prestige Phoenix, 1405, Uma Nagar, Begumpet, Hyderabad – 500016.
14. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
15. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.
16. Pursuant to Section 72 of the Companies Act, 2013, in respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
17. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts

18. Instructions for eVoting and joining the EGM are as follows. Members can send their requests, if any, in this regard to investor.relations@bankabio.com and helpdesk.evoting@cdslindia.com.

19. **Voting Options**

- (i) **eVoting Period:** The voting period begins on 17th March 2022 (9:00 am IST) and ends on 19th March 2022 (5:00 pm IST). During this period, shareholders of the Company, holding shares, as on the cut-off date 13 March 2022, may cast their vote electronically. The eVoting 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 9 December 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 eVoting facility to their 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 eVoting service providers (ESPs), providing eVoting 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 eVoting 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 **number SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 9 December 2020 on eVoting 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 eVoting facility.

Pursuant to the abovesaid SEBI Circular, login method for eVoting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual shareholders holding securities in demat mode with CDSL</p>	<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 eVoting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the eVoting 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 eVoting page of the eVoting service provider for casting your vote during the remote eVoting period or joining virtual meeting, and voting during the meeting. Additionally, there is also link provided to access the system of all eVoting service providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the eVoting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access eVoting page by providing demat account number and PAN from an eVoting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered mobile phone and Email ID, as recorded in the demat account. After successful authentication, user will be able to see the eVoting option, where the eVoting is in progress and also able to directly access the system of all eVoting service providers.
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<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 URL https://eservices.nsdl.com either on a computer or on a mobile smartphone. 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 eVoting services. Click on "Access to eVoting" under eVoting services, and you will be able to see eVoting page. Click on company name or eVoting service provider name, and you will be re-directed to eVoting service provider website for casting your vote during the remote eVoting period or joining virtual meeting and voting during the meeting.

	<p>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</p> <p>3) Visit the eVoting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com either on a computer or on a mobile smartphone. Once the home page of eVoting 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 (your sixteen digit demat account number 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 eVoting page. Click on company name or eVoting service provider name, and you will be redirected to eVoting service provider website for casting your vote during the remote eVoting period or joining virtual meeting and voting during the meeting.</p>
<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting facility. After successful login, you will be able to see eVoting option. Once you click on eVoting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see eVoting feature. Click on company name or eVoting service provider name, and you will be redirected to eVoting service provider website for casting your vote during the remote eVoting period or joining virtual meeting and voting during the meeting.</p>

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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free number 1800 1020 990 / 1800 22 44 30.

(v) Login method for eVoting and joining virtual meetings for **physical shareholders and shareholders other than individual holding in demat form.**

- 1) The shareholders should log on to the eVoting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier eVoting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account, or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for eVoting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non-Individual Shareholders and Custodians - for Remote Voting only.**

- Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively, 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 is authorized to vote, to the Scrutinizer and to the Company at the email ID investor.relations@bankabio.com, if they have voted from individual tab and not uploaded same in the CDSL eVoting system for the scrutinizer to verify.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM AND eVOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the meeting and eVoting on the day of the EGM is same as the instructions mentioned above for eVoting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login, as per the instructions mentioned above for eVoting.
3. Shareholders who have voted through remote eVoting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the meeting through computers / tablets for better experience.
5. Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that participants connecting through mobile devices or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting**, mentioning their name, demat account number/folio number, email ID, phone number to investor.relations@bankabio.com. The shareholders who do not wish to speak during the EGM, but have queries, may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, phone number to investor.relations@bankabio.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the resolutions through remote eVoting, and are otherwise not barred from doing so, shall be eligible to vote through eVoting system available during the EGM.
10. If any votes are cast by the shareholders through the eVoting available during the EGM, 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 eVoting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For physical shareholders - please provide necessary details such as folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email ID.
2. For demat shareholders, please update your email ID and phone number with your respective depository participant (DP).
3. For individual demat shareholders, please update your email ID and phone number with your respective depository participant (DP), which is mandatory while eVoting and joining virtual meetings through Depository.

If you have any query or issue regarding attending EGM and eVoting from the CDSL eVoting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means should be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Scrutinizer's Report

1. The Scrutinizer shall, immediately after the conclusion of eVoting at the EGM, first download the votes cast at the EGM, and thereafter unlock the votes cast through remote eVoting, 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 EGM, 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 CDSL, at 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 the National Stock Exchange of India Limited.

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

ITEM NO. 1

The members are hereby informed that in line with the strategy to diversify, grow and gain market share, the Board of Directors of the Company have approved the acquisition of entire 100% stake represented by 44,14,598 equity shares of face value Rs. 10 each ("Sale Shares") in Enzotech Solutions Private Limited ("Enzotech"), a private limited company, incorporated under The Companies Act, 1956, with its registered office at 4, Kuppusamy Street, Off Old Mahabalipuram Road, Karapakam, Chennai - 600097, from its existing promoters and shareholders for a consideration amounting to Rs. 4,33,25,698 (Rupees Four Crores Thirty-Three Lakhs Twenty-Five Thousand Six Hundred Ninety-Eight only), being the acquisition price, and it is proposed to discharge the entire acquisition price by way of consideration other than cash by issuance of 5,65,462 (Five Lakhs Sixty-Five Thousand Four Hundred and Sixty-Two) equity shares of Rs. 10 (Rupees Ten only) each of the Company at a price of Rs. 76.62 (Rupees Seventy-Six and Sixty-Two Paise only) per share [including a premium of Rs. 66.62 (Rupees Sixty-Six and Sixty-Two Paise) per share, which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "Floor Price") to Proposed Allottees, being the promoters and shareholders, holding 100% of the equity shares of Enzotech Solutions Private Limited ("Enzotech"). The issue

and allotment of equity shares to the promoters and shareholders of Enzotech requires approval of members of the company by way of special resolution and shall be subject to the receipt of necessary approvals from National Stock Exchange, Depositories, etc. Members may, further, note that the present authorized share capital of the Company is sufficient to accommodate the proposed issue and allotment of shares. Consequent to the discharge of the purchase consideration by issue of shares of the Company, and upon transfer of equity shares of Enzotech by the Proposed Allottees to the Company, Enzotech will become a wholly-owned subsidiary of the Company.

Consequent to the proposed issue and allotment of equity shares to the proposed allottees, there would be no change in the management or control, of the Company. The proposed allotment of shares constitutes 5.21% of the post-issue paid-up equity share capital of the Company. The proposed allottees have no right to appoint their nominees or their representatives as a Director on the Board of the Company.

Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer

The purpose and object of the proposed issue and allotment of 5,65,462 (Five Lakhs Sixty-Five Thousand Four Hundred and Sixty-Two) fully paid-up equity shares of Rs. 10 (Rupees Ten only) each of the Company at a price of Rs. 76.62 (Rupees Seventy-Six and Sixty-Two Paise only) per share [including a premium of Rs. 66.62, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of Enzotech Solutions Private Limited, a private limited company, incorporated under the Indian Companies Act, 1956, with its registered office at 4, Kuppusamy Street, Off Old Mahabalipuram Road, Karapakam, Chennai - 600097 (“**Enzotech**”) on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in Enzotech.

2. Kind of Securities

Equity Shares

3. Maximum number of specified securities to be issued, and the price at which security is being offered

It is proposed to issue and allot in aggregate up to 5,65,462 (Five Lakhs Sixty-Five Thousand Four Hundred and Sixty-Two) fully paid-up equity shares of the Company having face value Rs. 10 (Rupees Ten only) each of the Company at an issue price of Rs. 76.62 (Rupees Seventy-Six and Sixty-Two Paise only) per share, including a premium of Rs. 66.62 (Rupees Sixty-Six and Sixty-Two Paise) per share to discharge the payment of total purchase

consideration for acquisition of entire 100% stake in Enzotech from its existing promoters and shareholders.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. Date of passing Board Resolution

19 February 2022

5. Amount which the Company intends to raise by way of such issue of securities

Not applicable. The purpose of the present issue is to discharge the payment of total purchase consideration for acquisition of entire 100% stake in Enzotech, from its existing promoters and shareholders.

6. Proposal of the promoters, directors or key management persons to subscribe to the preferential issue

Not applicable

7. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

Not applicable, as the purpose of the present offer is to issue and allot equity shares on preferential basis to the existing promoters and shareholders of the Enzotech, to discharge the payment of total purchase consideration for acquisition of entire 100% stake in Enzotech from its existing promoters and shareholders.

8. Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 76.62 per equity share, which includes a premium of 66.62 (Rupees Sixty-six and Sixty-two Paise), is the price which is not less than the price determined in accordance with Regulation 164(1) read with Regulation 166 of SEBI ICDR Regulations.

The above is determined pursuant to valuation certificate from Integral Appraisal Valuer LLP, an independent registered valuer – securities or financial assets, registered with Insolvency and Bankruptcy Board of India (IBBI registration number IBBI/RV/11/2019/12559), having office at G19, Ground Floor, Block C, Gaur Cascades, Raj Nagar Extension, Ghaziabad – 201017, UP.

9. Pricing of Preferential Issue

The equity shares of Company are listed National Stock Exchange of India Limited. In accordance with SEBI ICDR Regulations, the equity shares of the Company are frequently traded on the above stock exchange.

As the Articles of Association of the Company do not provide for a method of determination of pricing, and the proposed issue and allotment results in more than 5% of the post-issue fully diluted share capital, pursuant to the provisions of Section 164(1) read with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the floor price at which equity shares shall be allotted shall be higher of the following A or B:

- A. the price determined under the valuation report from the Integral Appraisal Valuer LLP, an independent registered valuer – securities or financial assets, registered with Insolvency and Bankruptcy Board of India (IBBI registration number IBBI/RV/11/2019/12559), having office at G19, Ground Floor, Block C, Gaur Cascades, Raj Nagar Extension, Ghaziabad – 201017, UP.

OR

- B. higher of the following:
- a. the average of 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange, preceding the relevant date;
- or
- b. the average of 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The issue price is based on the valuation report of Independent Registered Valuer, which is higher than the floor price calculated under 164(1).

10. Relevant Date with reference to which the price has been arrived at

The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as 18 February 2022 i.e., 30 days prior to the EGM date 20 March 2022.

11. The class or classes of person to whom allotment is proposed to be made

The aforementioned issue and allotment, if approved, is proposed to be made to the promoters and shareholders of Enzotech Solutions Private Limited is mentioned below under the Non-Promoter Category of the Company.

- Ajay Jain & Ritu Jain
- K Mahalingam
- K Ravishankar
- K Ramkumar
- N Balasubramanian
- A Sekar
- Acsys Investments Pvt Ltd
- Ajay Jain

12. **The names and Identity of proposed allottees**, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of proposed allottee	Identity of the proposed allottees identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control	Category	Pre-issue Shareholding		Post-issue Shareholding		Ultimate Beneficial Ownership
			Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	% of total Capital	
Ajay Jain & Ritu Jain	NA	Individual - Non Promoter	-	-	1,97,351	1.82%	NA

K Mahalingam	NA	Individual - Non Promoter	-	-	39,939	0.37%	NA
K Ravishankar	NA	Individual - Non Promoter	-	-	39,939	0.37%	NA
K Ramkumar	NA	Individual - Non Promoter	-	-	39,939	0.37%	NA
N Balasubramanian	NA	Individual - Non Promoter	-	-	39,939	0.37%	NA
A Sekar	NA	Individual - Non Promoter	-	-	39,939	0.37%	NA
Ajay Jain	NA	Individual - Non Promoter	-	-	1,18,713	1.09%	NA
Acsys Investments Pvt Ltd	NA	Body Corporate - Non Promoter	-	-	49,703	0.46%	(V Shankar - 65%) Individual - Non Promoter (Vijayashankar - 35%) Individual - Non Promoter
	Total				5,65,462	5.21	

13. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities and as well as price:

The Company has not made any preferential allotment during the year.

14. Shareholding Pattern before and after the issue

S. No.	Category	Pre-issue*		Post Issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters and Promoter Group holding				
1	Indian Promoters/ Promoter Group	60,36,922	58.72%	60,36,922	55.66%
	Individuals / HUF				
	Bodies Corporate				
	Sub Total (A) (1)				
2	Foreign Promoters/ Promoter Group				
	Individuals / HUF				
	Bodies Corporate				
	Sub Total (A) (2)				
	Sub Total (A)				
B1	Non-Promoter shareholding				
	Institutions				
	Mutual Funds				
	Alternative Investment Funds				
	Foreign Portfolio Investors				
	Foreign Institutions / Banks				
	Insurance Companies				
	Sub Total (B) (1)				
B2	Others				
	Individuals	38,89,329	39.83%	38,89,329	35.86%
	Proposed Allottees				
	Ajay Jain & Ritu Jain			1,97,351	1.82%
	K. Mahalingam			39,939	0.37%
	K Ravishankar			39,939	0.37%
	K Ramkumar			39,939	0.37%

	N Balasubramanian			39,939	0.37%
	A Sekar			39,939	0.37%
	Acsys Investments Pvt Ltd			49,703	0.46%
	Ajay Jain			1,18,713	1.09%
	Bodies Corporate	1,76,532	1.72%	1,76,532	1.63%
	Non Resident Indians (Non-Repat)	50,164	0.49%	50,164	0.46%
	Non Resident Indians (Repat)	67,483	0.66%	67,483	0.62%
	NBFC Registered with RBI (Employee Trust)				
	Clearing Members	47,182	0.46%	47,182	0.43%
	Trusts				
	HUF	13,508	0.13%	13,508	0.12%
	Sub Total (B) (2)				
	Grand Total [Sub Total A + Sub Total (B) (1) + Sub Total (B) (2)]				
		1,02,81,120	100%	1,08,46,582	100%

*The pre-issue shareholding pattern is as on 18 February 2022.

15. Proposed time frame within which the issue or allotment shall be completed

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of Enzotech Solutions Private Limited on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

16. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

17. Material Terms of raising of such securities

The equity shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 76.62 (Rupees Seventy-Six and Sixty-Two Paise only) per share, a premium of Rs. 66.62 (Rupees-Sixty Six and Sixty Two Paise) per share, being the price which not less than the floor price determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the proposed allottees namely Ajay Jain & Ritu Jain, K Mahalingam, K Ravishankar, K Ramkumar, N Balasubramanian, A Sekar and Acsys Investments Private Limited and Ajay Jain towards payment of total consideration payable by the Company for the acquisition of the entire paid-up share capital of Enzotech Solutions Private Limited consisting of 44,14,598 (Forty-Four Lakhs Fourteen Thousand Five Hundred and Ninety-Eight) equity shares of Rs. 10 (Rupees Ten only) each.

18. Valuation for consideration other than Cash

It is proposed that the entire purchase consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the promoters and shareholders of Enzotech Solutions Private Limited on a proportionate basis (in proportion to the shares of Enzotech Solutions Private Limited).

The valuation of the Sale Shares of Enzotech Solutions Private Limited has been arrived at based on valuation report dated 17 Feb 2022 issued by Integral Appraisal and Valuer LLP, an Independent Registered Valuer Vide Registration No. IBBI/RV/11/2019/12559.

19. Name and address of the valuer who performed the valuation of Enzotech Solutions Private Limited

The valuation of Enzotech Solutions Private Limited was performed by Raveesh Chaudhary, Partner Integral Appraisal Valuer LLP, an independent registered valuer – securities or financial assets, registered with Insolvency and Bankruptcy Board of India (IBBI registration number IBBI/RV/11/2019/12559), having office at G19, Ground Floor, Block C, Gaur Cascades, Raj Nagar Extension, Ghaziabad – 201017, UP.

20. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer

As per recommendation and approval of the Board of Directors, the Company proposes to issue 5,65,462 fully paid-up equity shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the entire stake in Enzotech from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report dated 17 February 2022, issued by Integral Appraisal Valuer LLP an independent registered valuer, under the signature of Mr. Raveesh Chaudhary, its partner, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations and approval of the purchase consideration by the Board of Directors.

21. Lock-in period

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s), and on such other terms as mutually agreed between the parties as per the transaction documents.

22. Listing of the proposed shares

The Company shall make an application to National Stock Exchange, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

23. Certificate from Practicing Chartered Accountant

The Certificate issued by PRSV & Co LLP, Chartered Accountants, Statutory Auditors of the Company certifying -

- a) The entire pre-preferential holding of the allottee(s) (*name of proposed allottees along with number of securities held by them*) and that the same is in dematerialized form.
- b) Confirm the pricing methodology adopted for the proposed Preferential issue, along with detailed working of the same, or valuation report from independent registered valuer.
- c) Specify the stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days, prior to the relevant date.

The same is also available at the website of the Company under the web-link www.bankabio.com/investors.

24. Certificate from Practicing Company Secretary

A certificate from P. S. Rao & Associates, Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company under the web-link www.bankabio.com/investors.

However, any member can ask for a virtual inspection of the same, and the Company shall be pleased to provide the same.

25. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.

- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on National Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with National Stock Exchange, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
- l) The issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies, which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

- m) The Company has obtained Permanent Account Numbers of the proposed allottees;
- n) The current status of the Proposed Allottees: Non-Promoter;
- o) Proposed status of the allottee(s) post the preferential issues : Non-Promoter;
- p) The Company has obtained the certificate of practicing company secretary, certifying that the issue is being made in accordance with the requirements of these regulations, and will placed before this extra-ordinary general meeting of the shareholders. A copy of the said Certificate is placed on the website of the company under the web-link <https://www.bankabio.com/investors/>
- q) The Company has obtained the certificate of practicing chartered accountant, certifying that the issue is being made in accordance with the requirements of these regulations, and confirming the pricing methodology adopted for the proposed preferential issue, and will placed before this extra-ordinary general meeting of the shareholders. A copy of the said Certificate is placed on the website of the company under the web-link <https://www.bankabio.com/investors/>
- r) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- s) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of equity shares to the promoters and shareholders of Enzotech Solutions Private Limited on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 1** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**By order of the Board of Directors
For Banka BioLoo Limited**

Place: Hyderabad
Date: 19 February 2022

**Sri Bala Aditya Yanamandra
Company Secretary and Compliance Officer**

Banka BioLoo Limited
(CIN L90001TG2012PLC082811)
Registered Office:
A-109 Express Apartments, Lakdi ka Pool, Hyderabad - 500004
website: www.bankabio.com

