

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the members of **Banka BioLoo Limited** will be held on Wednesday, 29 September 2021 at 5 PM (1700 hours), at its corporate office at 56, Nagarjuna Hills Road, Punjagutta, Hyderabad - 500082, through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended 31 March 2021, together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT the audited financial statements (both standalone and consolidated) of the Company for the financial year ended 31 March 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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

2. To appoint a director in place of Mr. T V Rama Krishna (DIN: 07977695), who retires by rotation and being eligible, offers himself for re-appointment; and in this regard, pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. T V Rama Krishna (DIN: 07977695), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

II. SPECIAL BUSINESS

3. Re-appointment of Mr. Sanjay Banka as Whole-Time Director, designated as Executive Chairman of the Company, for a period of 3 years, and approve the terms and remuneration of such appointment; and in this regard, pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Articles of Association of the Company, 17(6)(e) of SEBI LODR Regulations, 2015 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, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Banka (DIN: 06732600) as a Whole-Time Director, designated as Executive Chairman of the Company for a period of 3 (three) years, with effect from 2 September 2021 to 1 September 2024, 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, Section 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 Whole-Time Director, the remuneration, as detailed herein, shall be paid to him as minimum remuneration or such other remuneration as may be agreed between 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 be and are 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.”

4. Re-appointment of Mrs. Namita Banka as Managing Director of the Company for a period of 3 years, and approve the terms and remuneration of such appointment; and in this regard, pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”), and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Articles of Association of the Company, 17(6)(e) of the SEBI LODR Regulations, 2015 and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Namita Banka (DIN: 05017358) as a Managing Director of the Company for a period of 3 (three) years, with effect from 2 September 2021 to 1 September 2024, 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, Section 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 Board of Directors and Mrs. Namita 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 be and are 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.”

5. Re-appointment of Mr. Akhilesh Tripathi as Whole-Time Director of the Company for a period of 3 years, and approve the terms and remuneration of such appointment; and in this regard, pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”), and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Articles of Association of the Company, 17(6)(e) of the SEBI LODR Regulations, 2015 and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board

of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Akhilesh Tripathi (DIN: 05338290) as a Whole-Time Director of the Company for a period of 3 (three) years, with effect from 2 September 2021 to 1 September 2024, 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, Section 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 Whole-Time Director, the remuneration as detailed herein shall be paid to him as the minimum remuneration or such other remuneration as may be agreed between Board of Directors and Mr. Akhilesh Tripathi, 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 be and are 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.”

6. Re-appointment of Mr. T V Rama Krishna as Whole-Time Director, and designated as Chief Financial Officer (CFO) of the Company for a period of 3 years and approve the terms and remuneration of such appointment; and in this regard, pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Articles of Association of the Company, 17(6)(e) of the SEBI LODR Regulations, 2015 and other applicable provisions if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. T V Rama Krishna (DIN: 07977695) as a Whole-Time Director, designated as Chief Financial Officer (CFO) of the Company, for a period of 3 (three) years with effect from 2 September 2021 to 1 September 2024, 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, Section 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 Whole-Time Director, 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. T V Rama Krishna, 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 be and are 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.”

Hyderabad, 02-09-2021

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

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

Notes

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the 9th Annual General Meeting is annexed hereto as **Annexure-I**.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 02/2021 dated 13 January 2021, read along with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 9th AGM of the Company is being convened and conducted through VC/OAVM.
3. The Company has enabled the members to participate in the 9th AGM without physical presence, through the VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by members are given in the subsequent paragraphs.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company has provided the facility to 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 CDSL. The process of remote e-Voting with necessary user ID and password is given in the subsequent paragraphs. Such remote e-Voting facility is in addition to the voting facility to be provided at/ during the 9th AGM being held through VC/OAVM.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15 January 2021 and 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 www.bankabio.com, website of National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
6. To promote green initiative, members who have not registered their email IDs are requested to register/update the same with their Depository Participants (DPs).
7. The Company has fixed 22 September 2021 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 9th AGM, scheduled to be held on 29 September 2021 through VC/OAVM.
8. 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.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 23 September 2021 to 29 September 2021 (both days inclusive) for the purpose of giving effect to the transmission and transposition requests lodged with the Company.
10. 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., 22 September 2021 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investor.relations@bankabio.com with their DP ID and Client ID.
11. As per the provisions under the MCA Circulars, members attending the 9th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22 September 2021.
13. 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 availability for the same.
14. In terms of Section 152 of the Act, Mr. T V Rama Krishna (DIN: 07977695), 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 -II** to this Notice.
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 the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 9th 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 9th 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 investor.relations@bankabio.com to receive an email response. The same will be replied by the

Company, suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.

19. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered 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 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, 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 56, Nagarjuna Hills Road, Punjagutta, Hyderabad - 500082.
24. The Company has appointed PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), as Statutory Auditors of the Company, to hold the office from the conclusion of the 5th Annual General Meeting of the Company to the conclusion of the 10th Annual General Meeting to be held in 2022. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017, with effect from 7 May 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 9th Annual General Meeting.
25. Instructions for e-Voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to investor.relations@bankabio.com and helpdesk.evoting@cdslindia.com.
26. **Voting Options**
 - (i) **E-Voting Period:** The voting period begins on 26 September 2021 (9:00 a.m. IST) and ends on 28 September 2021 (5:00 p.m. IST). During this period, shareholders of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date

22 September 2021, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting, thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID, followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical form should enter folio number registered with the Company.

OR

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

Next enter the Image Verification as displayed and click on Login.

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

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	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.

- (DOB)
 - If both the details are not recorded with the depository or the company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).
- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company i.e. **Banka BioLoo Limited** on which you choose to vote.
- (xii) On the voting page, you will see “**Resolution Description**” and against the same the option “**Yes/No**” for voting. Select the option **Yes** or **No** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “**Resolutions File Link**” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “**Submit**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Ok**”, else to change your vote, click on “**Cancel**” and accordingly modify your vote.
- (xv) Once you “**Confirm**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the voting page.

- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The **m-Voting app** can be downloaded from respective app store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

Process for those shareholders whose email IDs are not registered with the depositories for obtaining login credentials for e-Voting for the resolutions proposed in this notice.

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

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

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the meeting through desktop /laptops / tablets for better experience.
3. Further, shareholders will be required to allow camera and use Internet with a good speed, to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptops, connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. 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, mobile phone number to investor.relations@bankabio.com. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries seven days in advance, prior to the meeting, mentioning their name, demat account number/folio number, email ID, mobile phone number to investor.relations@bankabio.com. These queries will be replied to by the Company, suitably, by email.

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

Instructions for shareholders for e-Voting during the AGM are as under

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

(xix) Note for Non-Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e., other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f. 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 are authorized to vote, to the Scrutinizer and to the Company at email ID investor.relations@bankabio.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- g. If you have any query or issue regarding attending the AGM and e-Voting from the e-Voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- h. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, or call on 022-23058542/43.

Scrutinizer’s Report

1. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM, and thereafter 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 48 (forty-eight) hours 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 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. 4

Mr. Sanjay Banka, aged 52 years, belongs to the promoter group of the Company. He completed his Bachelor of Arts from Mumbai University, Bachelor of General Law from 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.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on 2 September 2021, appointed Mr. Sanjay Banka as Whole-Time Director, designated as Executive Chairman of the Company for a period of 3 (three) years, w.e.f. 2 September 2021, 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 Section 196, 197, and other applicable provisions of Companies Act, 2013, and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors recommend the resolution as set out under Item No. 4 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 2021, subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to Rs. 60,00,000 (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, Mediciclaim Coverage, notice period etc. will be as per Company's policy.

Additional disclosures as required pursuant to provisions of Schedule V of the Companies Act is provided under Annexure-III to this Notice.

Except Mr. Sanjay Banka (DIN: 06732600) being the appointee Director and his relatives, none of the Directors and/or and 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. 5

Mrs. Namita Banka, aged 48 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 12 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.

Based on the recommendation of the Nomination and Remuneration Committee and the consent and disclosures from the appointee, subject to approval of the members, the Board of Directors, in their meeting held on 2 September 2021, re-appointed Mrs. Namita Banka as Managing Director of the Company, for a period of 3 (three) years w.e.f. 2 September 2021, 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 Section 196, 197, and other applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors recommend the resolution as set out under Item No. 5 for the approval of the members by way of **Special Resolution**.

Terms of appointment:

C. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2021, subject to retirement by rotation.

D. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to Rs. 60,00,000 (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 as required pursuant to provisions of Schedule V of the Companies Act is provided under Annexure-III to this Notice.

Except Mrs. Namita Banka (DIN: 05017358) being the appointee Director and her relatives, none of the Directors and/or and 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

Mr. Akhilesh Tripathi, aged 48 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 almost two decades of experience working in automobile, production and operational planning and looks after day-to-day technical and managerial aspects of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of the members, the Board of Directors, in their meeting held on 2 September 2021, appointed Mr. Akhilesh Tripathi as Whole-Time Director of the Company for a period of 3 (three) years w.e.f. 2 September 2021, 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 Section 196, 197, and other applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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:

E. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2021, subject to retirement by rotation.

F. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to Rs. 60,00,000 (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 as required pursuant to provisions of Schedule V of the Companies Act is provided under Annexure-III to this Notice.

Except Mr. Akhilesh 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. 7

Mr. T V Rama Krishna, aged 51 years, completed Bachelor Degree in Commerce from Nagarjuna University, Post-Graduate Diploma in Industrial Relations and Personnel Management and Post-Graduate Diploma in Information Management. He has more than 24 years of functional experience in the field of finance & accounts; he is instrumental in fund management, financial planning, budgeting, MIS, financial reporting, auditing, direct and indirect taxation, statutory compliance and company law matters. His functional responsibilities involve handling the overall financial activities of our Company, supervising accounting staff, overseeing internal controls, implementing fund-raising strategies, developing financial strategy, monitoring cash flow etc.

Based on the recommendation of the Nomination and Remuneration Committee and the consent and disclosures from the appointee, subject to approval of the members, the Board of Directors, in their meeting held on 2 September 2021, appointed Mr. T V Rama Krishna as Whole-Time Director and designated as Chief Financial Officer (CFO) of the Company for a period of 3 (three) years w.e.f. 2 September 2021, 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 Section 196, 197, and other applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, 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:

G. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 2 September 2021, subject to retirement by rotation.

H. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to Rs. 60,00,000 (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 as required pursuant to provisions of Schedule V of the Companies Act is provided under Annexure-III to this Notice.

Except Mr. T V Rama Krishna (DIN: 07977695) 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.

Additional disclosures pursuant to the provisions of Schedule V of the Companies Act, 2013, w.r.t. Item No. 3 to 6.

- 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 2 September 2021.
- b. Your Company has not defaulted on any dues to any bank or public financial institution, or other secured holder. Your Company has not issued any non-convertible debenture. Hence, the Company does not require prior approval of bank/or public financial institution /other secured creditor.
- c. Statement referred 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 companies, expected date of commencement of activities, as per project approved by financial institutions appearing in the prospectus: **NA**

(4) Financial performance based on given indicators:

Financial Parameters	Financial Years		
	2020-21	2019-20	2018-19
Total Revenue	31,03,37,028	48,31,99,373	35,79,41,069
Total Expenses	29,16,37,280	40,47,37,821	30,12,76,984
Net profit	2,20,64,040	6,22,70,999	4,50,52,467
Paid-up Capital	10,28,11,200	4,11,24,480	4,11,24,480
Reserves & Surplus	19,74,85,721	23,91,69,937	18,25,01,727
Earnings Per Share	2.15	6.06	4.38

(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. Nonetheless, resurgence of COVID-19 and potential lockdown restrictions has made it difficult to ascertain future productivity and profitability.

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

- a) The brief resume and additional information appointees in pursuance of the provisions 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 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 under Section 190 of the Companies Act, 2013.

Details of Directors Seeking Appointment at the 9th Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 issued by The Institute of Company Secretaries of India for Item No. 3, 4, 5, 6 and 7 of 9th AGM Notice]

Name of the Director	Mr. Sanjay Banka	Mrs. Namita Banka	Mr. Akhilesh Tripathi	Mr. T V Rama Krishna
DIN	06732600	05017358	05338290	07977695
Date of Birth	11/08/1969	10/03/1973	02/03/1973	20/06/1970
Date of Appointment on the Board	02/02/2014	31/08/2012	31/08/2012	01/11/2017
Date of Re-appointment on the Board	02/09/2021	02/09/2021	02/09/2021	02/09/2021
Nationality	• Indian	• Indian	• Indian	• Indian
Qualifications	<ul style="list-style-type: none"> • Bachelor of Arts from Mumbai University • Bachelor of General Law from 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 from Nagarjuna University • Post-Graduate Diploma in Industrial Relations and Personnel Management • Post-Graduate Diploma in Information Management
Background details/ brief resume/experience (including expertise in specific functional area)	Mr. Sanjay Banka, aged 52 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 responsibility is developing industry networks for further	Mrs. Namita Banka, aged 48 years, is the promoter and Managing Director of our Company. She has 8 years of experience in the field of diamond Jewellery. In 2008, she began her entrepreneurial venture of sanitation in proprietary concern, later on which was acquired by our Company.	Mr. Akhilesh Tripathi, aged 48 years, is the Whole-Time Director of the Company. He is one of the founding members of our Company. Prior to joining our company, he has two decades of experience in automobile, production and operational	Mr. T V Rama Krishna, aged 51 years, is the Whole-Time Director and CFO of the Company. Having more than 24 years of functional experience in the field of Finance & Accounts, he is instrumental in fund management, financial planning, budgeting, mis, financial reporting, auditing,

	business development, building national and international partnerships and collaborations, fund raising – nationally and globally, advocacy on water, sanitation and hygiene (WaSH).	She has been the guiding force behind the growth and business strategy of our Company. She has over a decade of sanitation sector experience, and has been instrumental in the consistent growth of our Company's performance.	planning. He looks after day-to-day technical and managerial aspects of the Company.	direct and indirect taxation, statutory compliance and company law matters.
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 Banka has been awarded for her entrepreneurial excellence, nationally and globally.	Mr. Akhilesh Tripathi has been recognized for his contribution to improvements of sanitation systems in the trains.	Mr. Rama Krishna is a seasoned accounts-finance professional.
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)	Rs. 48,37,000	Rs. 31,09,128	Rs. 23,86,002	Rs. 26,82,000
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Pecuniary relationship in the Company	Mr. Sanjay Banka does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.	Mrs. Namita Banka does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to her.	Mr. Akhilesh Tripathi does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.	Mr. T V Rama Krishna does not 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 2021	Individual capacity: 12,16,000 On behalf of HUF: 55,624	35,32,084 equity shares	6,20,373 equity shares	3,481 equity shares

Directorship held in other Companies	1. Sustainable Sanitation Industry Association 2. Banka Earth Foundation		Nil	Nil	Nil	
Directorship/membership/chairmanship of Committees of the board of Banka BioLoo Limited	Executive Director designated as Chairman of the Board		Managing Director and Chairperson of CSR Committee	Executive Director and member of Stakeholders Relationship Committee	Executive Director and member of Audit Committee	
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2021	Nil		Nil	Nil	Nil	
Number of meetings attended during the financial year	All		All	All	All	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and 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.		Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Namita Banka, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Akhilesh Tripathi, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. T V Rama Krishna, 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	Name of the other Director	Nature of Relationship	Name of the other Director	Nature of Relationship	Nil	Nil
	Namita Banka	Spouse	Sanjay Banka	Spouse		
	Vishal Murarka	Brother-in law	Vishal Murarka	Brother		
	* Except as stated above, Mr. Sanja Banka is not related to any other Director.		* Except as stated above Mrs. Namita Banka is not related to any other Director.			