

6 September 2022

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza C-1, Block G
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

Symbol: BANKA

Sub: Notice of 10th Annual General Meeting of Banka BioLoo Limited

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, we are pleased to submit a copy of Notice of the 10th Annual General Meeting of the Company, to be held on Thursday, 29 September 2022 at 5 PM (17:00 hours) IST at its corporate office through video conferencing (“VC”) facility/ other audio visual means (“OVAM”), in compliance with provisions of Companies Act, 2013, along with rules made thereunder and SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thank you!

For Banka BioLoo Limited

Namita Banka
Managing Director
DIN: 5017358

Enclosed: As stated above

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the members of **Banka BioLoo Limited** will be held on Thursday, 29 September 2022 at 5 PM (17:00 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:

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 2022, together with the reports of the Board of Directors and the Auditors thereon**

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

“RESOLVED THAT the audited financial statements (both standalone and consolidated) of the Company for the financial year ended 31 March 2022, and the reports of the Board of Directors and Auditors thereon, laid before this meeting, are considered and adopted.”

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

- 2. To appoint a Director in place of Mr. Vishal Murarka (DIN: 06729485), who retires by rotation, and being eligible, offers himself for re-appointment**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vishal Murarka (DIN 06729485), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.”

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

3. To re-appoint Statutory auditors and fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), are re-appointed as the statutory auditors of the Company for the second term of 5 years, i.e. to hold the office from the conclusion of this 10th AGM till the conclusion of 15th AGM of the Company to be held in the year 2027, for conducting statutory audit for the financial years from 2022-23 to 2026-27, and the Board of Directors is further authorized to finalize the terms and conditions of re-appointment, including remuneration of the statutory auditor, based on the recommendation of the Audit Committee.”

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

II. SPECIAL BUSINESS

4. Appointment of Mr. Anil Sharma (DIN 09490844) as a Non-executive Independent Director of the Company, for a term of 5 years

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Anil Sharma (DIN 09490844), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, is appointed as Independent Director of the Company for a term of 5 (five) years, commencing from 1 October 2022 to 30 September 2027 (both days inclusive), whose office shall not be liable to retire by rotation.”

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

5. Re-appointment of Mr. Vishal Murarka as Executive Director, designated as Chief Executive Officer (CEO) of the Company for a period of 3 years

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

“RESOLVED THAT pursuant to the provisions of 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 or re-enactment thereof for the time being in force), read with Schedule V to the Act, Articles of Association of the Company, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company is accorded for the re-appointment of Mr. Vishal Murarka (DIN 06729485) as Executive Director, designated as Chief Executive Officer (CEO) of the Company, for a period of 3 (three) years, with effect from 1 October 2022 to 30

September 2025 (both days inclusive), liable to retire by rotation, and approved 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 Act, thereof, and other applicable provisions for the time being in force.”

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

“**RESOLVED FURTHER THAT** the Board of Directors is authorized to take such steps and do all such acts, deeds, matters and things, as may be considered necessary, proper and expedient to give effect to this resolution.”

6. Approval of Related Party Transactions in terms of provisions of Section 188 of the Companies Act, 2013

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

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

of business and at arm's length basis, and on such terms and conditions as mutually agreed between such related party and the Company."

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

Hyderabad, 2 September 2022

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

**Namita Banka
Managing Director**



Notes

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the 10th Annual General Meeting, is annexed hereto as **Annexure I**.
2. The Ministry of Corporate Affairs (MCA) has, vide General Circular No. 2/2022 dated 5 May 2022, read along with General Circular No. 21/2021 dated 14 December 2021, General Circular No. 19/2021 dated 8 December 2021, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020, and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to the compliance of various conditions mentioned therein. In compliance with the MCA Circulars, and applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 10th AGM of the Company is being convened and conducted through VC/OAVM.
3. The Company has enabled the members to participate in the 10th 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 and 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 10th 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 2022 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 10th AGM, scheduled to be held on 29 September 2022 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 2022 to 29 September 2022 (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 2022 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investor.relations@bankabio.com with one’s DP ID and Client ID.
11. As per the provisions of the MCA Circulars, members attending the 10th AGM through VC shall be counted for the purpose of reckoning the quorum within 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 2022.
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. Vishal Murarka (DIN 06729485), 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 one's behalf. Since the 10th 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 10th 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 corporate office or the Company's Registrar and Share Transfer Agent - Bigshare Services Private Limited for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website 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 5th Floor, Prestige Phoenix, 1405, Uma Nagar, Begumpet, Hyderabad – 500016.
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 Board of Directors of the Company has recommended the appointment of PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), as statutory auditors of the Company for a second term of five years in this AGM from the conclusion of this 10th AGM till the conclusion of 15th AGM of the Company, to be held in 2027. 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 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 2022 (9:00 a.m. IST) and ends on 28 September 2022 (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 2022, may cast their votes 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) Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (iv) In terms of the aforesaid SEBI circular, e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile phone number and email ID in their demat accounts in order to access e-Voting facility.
- (v) Login method for e-Voting and joining virtual meetings (individual) is given below:
- (vi) Shareholders should log on to the e-Voting website www.evotingindia.com.
- (vii) Click on “Shareholders” module.
- (viii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID, followed by 8 Digits Client ID
 - 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.

- (ix) 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.
- (x) If you are a first-time user follow the steps given below.

For Shareholders holding shares in demat form and physical form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (applicable for both, demat shareholders as well as physical shareholders). <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
-----	---

Dividend Bank Details
OR Date of Birth (DOB)

Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- 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).

- (xi) After entering these details appropriately, click on “Submit” tab.
- (xii) 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.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant Company i.e. **Banka BioLoo Limited** on which you choose to vote.
- (xv) 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.
- (xvi) Click on the “**Resolutions File Link**” if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you “**Confirm**” your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast, by clicking on “**Click here to print**” option on the voting page.

- (xx) 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.
- (xxi) Shareholders can also cast their votes 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. Shareholders will be provided 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(s). 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 the 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 below

1. The procedure for e-Voting on the day of the AGM is the 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 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.

(ii) 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.

CONTACT DETAILS

Company	Banka BioLoo Limited Phone: 7780301502 Email: investor.relations@bankabio.com
Registrar and Transfer Agent	Bigshare Services Private Limited Phone: 040 - 23374967 Email: bsshyd1@bigshareonline.com
Virtual Meeting / e-Voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022-22723333/8588
Scrutinizer	Mr. M Ramana Reddy Practicing Company Secretary Phone: 9059779006 Email: psrmrr2020@gmail.com

Annexure I

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

ITEM NO. 3

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

The Members at the 5th AGM of the Company held on 30 September 2017, had approved appointment of PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), (hereinafter referred as "PRSV") as the statutory auditors of the Company, to hold office from the conclusion of the 5th AGM till the conclusion of the 10th AGM of the Company to be held in 2022.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in the conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the re-appointment of PRSV as the statutory auditors of the Company, for the second consecutive term of five years from the conclusion of 10th AGM till the conclusion of 15th AGM of the Company to be held in 2027, at a remuneration as may be mutually agreed between the Board and the statutory auditors.

PRSV has consented to their appointment as the statutory auditors and has confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act, and that they are not disqualified to be appointed as statutory auditors, in terms of the provisions of Sections 139 and 141 of the Act, and rules framed thereunder.

PRSV was paid a fee of Rs. 2,25,000 for the audit of standalone and consolidated financial statements of the Company for the financial year ended 31 March 2022, plus applicable taxes and out-of-pocket expenses not exceeding 5% of the audit fees. The increase in fee proposed to be paid to PRSV for the financial year ending 31 March 2023 will be mutually agreed, basis the efforts involved and shall not exceed 15% of the fee paid for the previous year. The Board, in consultation with the Audit Committee, shall approve revisions, if any, in the remuneration of the statutory auditors for the remaining part of the tenure.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolution** set forth at **Item No. 3** of the Notice for approval by the Members.

ITEM NO. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mr. Anil Sharma as Non-Executive Independent Director of the Company to hold office for a period from 1 October 2022 to 30 September, 2027, not liable to retire by rotation. The Company has received the necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (SEBI LODR Regulations) Mr. Anil Sharma (DIN 09490844) is not disqualified from being appointed as a Director within provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority, and he has given him consent to act as a Director of the Company.

Mr. Anil Sharma is a public relations and communications specialist, with over 23 years of experience, having worked in companies such as Havells India Limited. Mr. Sharma has expertise in areas of marketing, corporate social responsibility and sustainability. Presently, he is the founder and CEO of ThinkQue Consulting.

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

Save and except Mr. Anil Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key

Managerial Personnel, and their relatives are in any way, interested in or concerned, financially or otherwise in the Resolution set out at Item No. 4.

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

ITEM NO. 5

Mr. Vishal Murarka, aged 47 years, belongs to the promotor group of the Company. He completed his MBA from Indian School of Business, Hyderabad. He has almost two decades of experience in real estate and allied, and the corporate sector.

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 2022, appointed Mr. Vishal Murarka as Executive Director, designated as Chief Executive Officer of the Company, for a period of 3 (three) years, w.e.f. 1 October 2022, 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. 5** for the approval of the members by way of **Special Resolution**.

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 1 October 2022, 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 cover and term life insurance, mediclaim coverage, notice period etc. will be as per Company's policy.

Additional disclosures pursuant to the provisions of Schedule V of the Companies Act, 2013

- 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 2022.
- b. Your Company has not defaulted on any due 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 Parameter	Financial Years		
	2021-22	2020-21	2019-20
Total Revenue	39,08,74,985	31,03,37,028	48,31,99,373
Total Expenses	35,82,75,271	29,16,37,280	40,47,37,821
Net profit	3,05,86,726	2,20,64,040	6,22,70,999
Paid-up Capital	10,84,65,820	10,28,11,200	4,11,24,480
Reserves & Surplus	26,60,83,787	19,74,85,721	23,91,69,937
Earnings per Share	2.97	2.15	6.06

- (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 II to this Notice.*

III. Other information

(1) Reasons of loss or inadequate profits: NA

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

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

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

- d. The brief resume and additional information of 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 II** to this Notice.
- e. 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.

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

Save and except the above, and Mr. Vishal Murarka (DIN 06729485) 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. 6

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

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

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

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

The particulars of Related Party Transactions, which are required to be stated in Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	<i>Enzotech Solutions Private Limited</i>	<i>Megaliter Varunaa Private Limited</i>	<i>Sai Banka SPV Private Limited</i>	<i>Sustainable Sanitation Industry Association</i>	<i>Vinraa Technology LLP</i>
Nature of Relationship	Wholly-Owned Subsidiary	Wholly-Owned Subsidiary	Associate Company	Associate Company	Related Party
Name of interest Director(s)/KMP	Vishal Murarka	Vishal Murarka & Namita Banka	Vishal Murarka	Sanjay Banka	Sanjay Banka & Namita Banka
Sale, purchase or supply of any goods or materials	10,00,00,000	20,00,00,000	2,00,00,000	50,00,000	1,00,00,000
Availing or rendering of any services, directly or through appointment of agent	5,00,00,000	5,00,00,000	2,00,00,000	50,00,000	1,00,00,000
Selling or otherwise disposing of or buying property of any kind	5,00,00,000	5,00,00,000	2,00,00,000	50,00,000	1,00,00,000

Leasing of property any kind	5,00,00,000	5,00,00,000	2,00,00,000	50,00,000	1,00,00,000
Capital Contribution	5,00,00,000	5,00,00,000	2,00,00,000	50,00,000	1,00,00,000
Giving Loans	5,00,00,000	5,00,00,000	2,00,00,000	50,00,000	1,00,00,000

Material terms of the aforesaid transactions:

- 1) These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- 2) Going forward, your Company expects significant growth in business volumes with certain related parties, as a result of which transactions with those related parties may become material related party transactions. Right now, these transactions are not material in nature, carried on with due approval of the Audit Committee.
- 3) All such transactions are carried on and shall be continued at arm's length basis, and in the ordinary course of business.

The Board recommends the resolution set forth in item no. 6 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mr. Sanjay Banka, Mrs. Namita Banka, Mr. Vishal Murarka are interested in the resolution set out in Item No. 6 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.

Details of Directors seeking appointment at the 10th 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. 4 and 5 of 10th AGM Notice]

Name of the Director	Mr. Anil Sharma	Mr. Vishal Murarka
DIN	09490844	06729485
Date of Birth	22 July 1975	20 October 1974
Date of Appointment on the Board	-	1 October 2019
Nationality	Indian	Indian
Qualifications	B Com, PG Diploma	BE, MBA
Background details/ brief resume/experience (including expertise in specific functional area)	<p>Graduated from Delhi University in Economics.</p> <p>Post Graduate Diploma in Advertising and Communication from National Institute of Advertising, with specialization in Public Relations.</p> <p>Worked in various firms in the areas of advertisement and public relations from 1998 to 2011.</p> <p>Joined Havells India Limited as Head - Corporate Communications, CSR & Sustainability in May 2012.</p> <p>Founded ThinkQue Consulting in August 2021 to provide consulting services in marketing, CSR and sustainability.</p>	<p>Mechanical Engineering from Amravati University.</p> <p>MBA from Indian School of Business, with specialization in Marketing and Analytical.</p> <p>Began career with Toyota Kirloskar Motor in Aug 1999.</p> <p>In Dassault Systemes from 2000 to 2005, in India and South Korea.</p> <p>Post-MBA, joined Tata Motors as Country Manager – Sales & Marketing.</p> <p>Larsen & Toubro (2007 to 2016), initially in Group Strategy, later Head - Strategy & Business Development with L&T Realty.</p> <p>Finally, Head - Strategy with Piramal Realty (2016 to 2019).</p> <p>CEO & Executive Director of Banka Bio, since October 2019.</p>
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	Recognition and accolades from various organizations for contribution to CSR and sustainability	Recognized for outstanding contribution by L&T Realty, apart from others.
Terms and conditions of Appointment/ Re-appointment	As mentioned in the Resolution and Explanatory Statement	As mentioned in the Resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any)	NA	Rs. 43,10,920
Remuneration proposed to be paid	Nil	As mentioned in the Explanatory Statement

Pecuniary relationship in the Company	Nil	Mr. Vishal Murarka 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 2022	Nil	11,63,640 equity shares	
Directorship held in other Companies	Nil	Sai Banka SPV Private Limited Enzotech Solutions Private Limited Megaliter Varunaa Private Limited	
Directorship/membership/chairmanship of Committees of the board of Banka BioLoo Limited	Nil	Executive Director, designated as Chief Executive Officer of the Company. Member of Stakeholders Relationship Committee.	
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2022	Nil	Nil	
Number of meetings attended during the financial year	NA	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)	NA	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vishal Murarka, 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	Nil	Name of the other Director	Nature of Relationship
		Namita Banka	Sister
		Sanjay Banka	Brother in law
		* Except as stated above, Mr. Vishal Murarka is not related to any other Director.	