

1 September 2023

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

**Symbol: BANKA**

**Sub: Notice of 11<sup>th</sup> Annual General Meeting of Banka BioLoo Limited**

Pursuant to Regulation 30 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, we are pleased to submit a copy of Notice of the **11<sup>th</sup> Annual General Meeting** of the Company scheduled to be held on Monday, **25 September 2023 at 3:00 PM (15:00 Hours) (IST)**, through video conferencing (“VC”) / other audio-visual means (“OVAM”), in compliance with provisions of Companies Act, 2013, SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and applicable MCA and SEBI Circulars.

This is for your information and records.

Thank You!

**For Banka BioLoo Limited**

**Namita Banka**  
**Managing Director**  
**DIN: 5017358**

## **Notice of 11<sup>th</sup> Annual General Meeting**

NOTICE is hereby given that the 11<sup>th</sup> Annual General Meeting of the members of **Banka BioLoo Limited** will be held on Monday, 25 September 2023 at 3 PM (15:00 hours) (IST), through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business:

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### **A. 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 2023, 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 2023, 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 Ms. Namita Banka (DIN: 05017358), who retires by rotation, and being eligible, offers herself 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, Ms. Namita Banka (DIN: 05017358), who retires by rotation at this meeting, and being eligible, offers herself 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.”

## **B. SPECIAL BUSINESS**

### **3. To approve the “Banka BioLoo Limited Employees Stock Option Plan - 2023” (“Plan” or “ESOP 2023” or “Scheme”)**

*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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued, or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members of the company is, hereby, accorded to the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021, to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”)], to introduce, notify and implement the scheme titled as **“Banka BioLoo Limited Employee Stock Option Plan - 2023”** (“Plan” or “ESOP 2023” or “Scheme”) to create, issue, offer, grant, allot and/or transfer from time to time, up to a maximum of **5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine)** Employee Stock Options (“Options”), in one or more tranches, which shall be convertible into equal number of equity shares of Rs. 10 (Rupees Ten Only) each, unless otherwise determined by the Committee, to the present and/or future permanent employees of the Company, whether working in India or outside India, and/or such other persons, as may be decided by the Board and/or permitted under applicable rules, regulations, guidelines and laws (hereinafter referred to as “Eligible Employees”), under the Scheme, in such manner, including the price of options, as

the Board/ Compensation Committee may decide, in accordance with the provisions of the law, as may be prevailing at the relevant time.”

**“RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees, by the way of fresh allotment and will follow cash mechanism.”

**“RESOLVED FURTHER THAT** the equity shares to be allotted and issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action such as rights issues, bonus issues, changes in capital structure, merger and sale of division/ undertaking or any other re-organisation, if any, additional equity shares to be issued by the Company for the purpose of making a fair and reasonable adjustment under the Scheme to the employee stock options granted earlier, and the ceiling of 5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine) Options shall be deemed to be increased to the extent of such additional equity shares issued and as may be determined by the Board, without affecting any other right or obligation of the said grantees.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either subdivided or consolidated, the number of equity shares to be transferred on the exercise of options granted and/or the price of acquisition per equity share payable by the employees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company, after such sub-division or consolidation, without affecting any other right or obligation of the employees.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed under Regulation 15 of the SEBI (SBEBASE) Regulations, 2021, and other applicable laws and regulations, to the extent relevant and applicable in connection with the implementation of the Plan.”

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws, the Board of Directors including the Compensation Committee, is authorized to modify, change, vary, alter, amend, suspend or terminate the Plan, in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), as amended from time to time or any new regulation, as may be applicable to the Company in this regard and also to settle any issue, question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the members of the

Company, and to execute all such deeds, documents and writings, and to give such directions and/or instructions, as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan.”

“**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Plan, and generally for giving effect to these resolutions, any Director, Company Secretary and Chief Financial Officer of the Company, are jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as one may in one’s absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of equity shares allotted under the scheme with the depositories, listing of shares with the stock exchanges, and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executive/officer of the Company to do all such acts, deeds, matters and things, as also to execute such documents, as may be necessary in this regard.”

**4. To approve grant of Options under the “Banka BioLoo Limited Employees Stock Option Plan - 2023” (“Plan” or “ESOP 2023” or “Scheme”) to the eligible employees of the Subsidiary Companies of the Company**

*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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the approval of the members of the Company is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021 to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”)], to extend the benefits of the “**Banka BioLoo Limited Employee Stock**

**Option Plan - 2023** ("Plan" or "ESOP 2023" or "Scheme") to create, issue, offer, grant, allot and/or transfer from time to time, such number of Employee Stock Options ("**Options**") to the present and/or future eligible employees of any of the existing or future subsidiary company(ies) of the Company , whether working in India or outside India, (hereinafter referred to as "**Subsidiary Employees**"), and/or such other persons as may be decided by the Board and/or permitted under applicable rules, regulations, guidelines and laws, under the Scheme, within the overall ceiling of **5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine)** Employee Stock Options ("**Options**"), exercisable into **5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine)** Equity shares of face value Rs.10 (Rupee Ten) each prescribed under the scheme titled "**Banka BioLoo Limited Employee Stock Option Plan - 2023**" ("Plan" or "ESOP 2023" or "Scheme") on such terms & conditions and in such manner including the price of options, as the Board/ Compensation Committee may decide in accordance with the provisions of the law as may be prevailing at the relevant time."

**"RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees by the way of fresh allotment and will follow cash mechanism."

**"RESOLVED FURTHER THAT** the equity shares to be allotted and issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action such, as rights issues, bonus issues, changes in capital structure, merger and sale of division/ undertaking or any other re-organisation, if any, additional equity shares to be issued by the Company for the purpose of making a fair and reasonable adjustments under the Scheme to the employee stock options granted earlier and the ceiling of 5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine) Options shall be deemed to be increased to the extent of such additional equity shares issued and as may be determined by the Board, without affecting any other rights or obligations of the said grantees."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either subdivided or consolidated, the number of equity shares to be transferred on the exercise of options granted and/or the price of acquisition per equity share payable by the employees under **the Scheme** shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees."

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed under Regulation 15 of the SEBI (SBEBASE) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable in connection with the implementation of the Plan.”

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws, the Board of Directors including the Compensation Committee is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), as amended from time to time or any new regulations, as may be applicable to the Company in this regard and also to settle any issue, question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the members of the Company, and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan.”

**“RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Plan, and generally for giving effect to these resolutions, any Director, Company Secretary and Chief Financial Officer of the Company, is jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as one may in one’s absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of equity shares allotted under the scheme with the depositories, listing of shares with the stock exchanges, and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executive/officer of the Company to do all such acts, deeds, matters and things, as also to execute such documents, as may be necessary in this regard.”

**5. To approve grant of Employee Stock Options equivalent to or exceeding 1% of the Issued Share Capital of the Company.**

*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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, pursuant to Regulation 6 (3) (d) and all other applicable provisions, if any, of Securities and Exchange Board of India (Share

Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued, or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the approval of the members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, designated as the Compensation Committee, pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021), to exercise its powers, including the powers conferred under this resolution to create, issue, offer, grant, allot and/or transfer employee stock options, in one or more tranches, equal to or exceeding 1% (One Percent) of the issued capital of the Company, at the time of grant of option, to the identified eligible employees of the Company and Subsidiary Companies during any one year, which shall be convertible into equivalent number of Equity shares of Rs. 10 (Rupees Ten Only) each, under “**Banka BioLoo Limited Employee Stock Option Plan - 2023**” (“Plan” or “ESOP 2023” or “Scheme”), on such terms and conditions, as may be decided by the Board/Compensation Committee.”

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws, the Compensation Committee is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021),, as amended from time to time or any new regulations as may be applicable to the Company in this regard and also to settle any issue, question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company, and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan.”

**“RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Plan, and generally for giving effect to these resolutions, any Director, Company Secretary and Chief Financial Officer of the Company, are jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as one may in one’s absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of equity shares allotted under the scheme with the depositories, listing of shares with the stock exchanges, and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executive/officer of the Company to do all such acts,



deeds, matters and things, as also to execute such documents, as may be necessary in this regard.”

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

**Namita Banka  
Managing Director  
DIN: 5017358**

**Date: 25 August 2023  
Place: Hyderabad**



## Notes

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the 11<sup>th</sup> Annual General Meeting, is annexed hereto as **Annexure I**.
2. The Ministry of Corporate Affairs (MCA) has, vide General Circular No. 10/2022 dated 28 December 2022, 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 11<sup>th</sup> AGM of the Company is being convened and conducted through VC/OAVM.
3. The Company has enabled the members to participate in the 11<sup>th</sup> AGM without physical presence, through the VC/OAVM facility provided by Bigshare Services Pvt. Ltd. (Bigshare). 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 Bigshare. The process of remote e-Voting with necessary user ID and password is given in the subsequent paragraphs. Such remote e-Voting facility is in addition to the voting facility to be provided at/ during the 11<sup>th</sup> 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](http://www.bankabio.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Bigshare, <https://ivote.bigshareonline.com/landing>.

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 18 September 2023 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 11<sup>th</sup> AGM, scheduled to be held on 25 September 2023 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 19 September 2023 to 24 September 2023 (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., 18 September 2023 may obtain the login ID and password by sending an email to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or [cs@bankabio.com](mailto:cs@bankabio.com) with one's DP ID and Client ID.
11. As per the provisions of the MCA Circulars, members attending the 11<sup>th</sup> 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 18 September 2023.
13. The Company has appointed Mr. M Ramana Reddy, P. S. Rao & Associates, 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, Ms. Namita Sanjay Banka, retires by rotation at this Meeting, and being eligible, offers herself 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 11<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 11<sup>th</sup> AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
17. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. In case of any query regarding the Annual Report, the members may write to [cs@bankabio.com](mailto:cs@bankabio.com) to receive an email response. The same will be replied by the Company, suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
19. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's corporate office or the Company's Registrar and Share Transfer Agent - Bigshare Services Private Limited for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website [www.bankabio.com](http://www.bankabio.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares, in respect of, which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of 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 5<sup>th</sup> Floor, Prestige Phoenix, 1405, Uma Nagar, Begumpet, Hyderabad – 500016.
24. Instructions for e-Voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to [cs@bankabio.com](mailto:cs@bankabio.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com)
25. **The Instructions to the shareholders for remote e-Voting are as under:**
- a) The voting period begins on 22 September 2023 at 09.00 AM and ends on 24 September 2023 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the E-Voting cut-off date (record date) of 18 September 2023 may cast their vote electronically. The e-Voting module shall be disabled by Bigshare for voting thereafter.
  - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code</p>

	as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



**II. For shareholder other than individual Shareholders holding shares in Demat mode & physical mode is given below:**

- a) You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- b) Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- c) Please enter you ‘**USER ID**’ (User ID description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user ID.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

- d) Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.  
**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- e) If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- f) Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-Voting portal:**

- a) After successful login, **Bigshare E-Voting system** page will appear.
- b) Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- c) Select event for which you are desire to vote under the dropdown option.

- d) Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- e) Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- f) Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- g) Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

### **III. Custodian registration process for i-Vote E-Voting Website:**

- a) You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- b) Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- c) Enter all required details and submit.
- d) After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.  
**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- e) If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- f) Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-Voting portal:**

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

### Investor Mapping:

- a) First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
- b) Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- c) Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”  
**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- d) Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

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

### Helpdesk for queries regarding e-Voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-Voting, you may refer the Frequently Asked Questions (‘FAQs’) & i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### IV. Procedure for joining the AGM through VC/ OAVM:

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

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

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

- a) The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Helpdesk for queries regarding virtual meeting:**

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

### 33. Scrutinizer's Report

- a) 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.
- b) The results, declared along with the report of the Scrutinizer, shall be placed on the website of the Company [www.bankabio.com](http://www.bankabio.com) and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the declaration of results by the Chairman, or a person authorized by him. The results shall, also, be immediately forwarded to the National Stock Exchange of India Limited.

#### CONTACT DETAILS

Company	Banka BioLoo Limited Phone: 86888 25013 Email: cs@bankabio.com
Registrar and Transfer Agent	Bigshare Services Private Limited Phone: 040 - 23374967 Email: bsshyd1@bigshareonline.com
Virtual Meeting / e-Voting Agency	Bigshare Services Private Limited Phone: 1800 22 54 22. Email: ivote@bigshareonline.com
Scrutinizer	Mr. M Ramana Reddy P. S. Rao & Associates, 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, 4 and 5**

The Company believes that to attract skilled employees and to improve performance of the existing employees, it is essential to motivate them as it brings-in higher productivity, and energy to achieve the organisational goals. In today's competitive world, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of personal goals of the employees with organisational objectives, by participating in the ownership of the Company, through share-based compensation scheme/plan.

With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration cum compensation Committee ("NRC") constituted by the Board or any other Committee, which the Board may constitute / designate to act as the Compensation Committee ("Committee")], under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEBSE) Regulations, 2021"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") has, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, proposes the "Banka BioLoo Limited - Employees Stock Option Plan, 2023", which has been approved by the Board of Directors of the Company at its meeting held on 25 August 2023, based on the recommendation of Nomination and Remuneration Committee designated as the Compensation Committee (Committee).

In this context, the Scheme contemplates that the exercise price shall be determined on the date of the grant as may be decided by the Compensation Committee at its discretion from time to time. However, the exercise price shall not be less than the face value of the shares.

In terms of Regulation 6(1) of SEBI (SBEBSE) Regulations, 2021 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of shares under an Employee Stock Options Scheme requires an approval of the Members by way of Special Resolution.

Accordingly, the Special Resolution set out at Item No. **3, 4 and 5** are being proposed for your approval.

The salient features and other details of the Plan as required pursuant to Regulation 6(2) of SEBI (SBEBSE) Regulations, 2021 are as under:

**A. Brief description of the Scheme:**

The Scheme shall be referred to as "**Banka BioLoo Limited Employee Stock Option Plan - 2023**" ("Plan" or "ESOP 2023" or "Scheme").

The Company proposes to introduce the Plan with a view to attract, retain, incentivize and motivate employees and directors of the Company. The Plan contemplates grant of employee stock options ("Options") to the eligible employees as may be determined in due compliance of SEBI (SBEBSE) Regulations, 2021.

The Compensation Committee shall implement and administer the Plan. All questions of interpretation of the Plan shall be determined by the Compensation Committee, and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

**B. Total number of Options to be offered and granted under the Scheme:**

The maximum number of Options to be offered and granted under the Scheme shall be **5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine)** Employee Stock Options ("**Options**"), exercisable into **5,42,329 (Five Lakh Forty-Two**

**Thousand Three Hundred and Twenty-Nine)** Equity shares of face value Rs.10 (Rupee Ten) each.

In case of any corporate action such as rights issues, bonus issues, split of shares and consolidation of shares, merger & amalgamation/reconstitution/amalgamation/sell of divisions or otherwise, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Compensation Committee shall adjust the number and exercise price of the Options granted, in such a manner that the total value of the Options granted under 5,42,329 (Five Lakh Forty-Two Thousand Three Hundred and Twenty-Nine) remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling shall be deemed to be increased to the extent of such additional Options issued.

Options not vested due to non-fulfilment of the vesting conditions, vested Options, which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested), which have been surrendered and any Options granted but not vested or exercised within the stipulated time due to any reasons, shall be added back to the pool and shall become available for future grants, subject to compliance with the provisions of the Applicable Laws.

**C. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

The Compensation Committee, will from time to time identify employees eligible for the purpose of the Scheme, after taking into consideration such factors, including but not limited to performance appraisal, seniority, period of service, role, the present and potential contribution to the growth of the Company. Employee under the scheme

**Includes,**

- a) an employee as designated by the company, who is exclusively working in India or outside India;
- b) a director of the company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group;
- c) an employee as defined in sub-clauses (a) or (b) of a Subsidiary company, in India or out of India of the Company.

**Excludes,**

- a) an employee who is a Promoter or belongs to the Promoter Group;



- b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company;
- c) Independent Director.

**D. Requirements of vesting and period of vesting:**

The Committee, at its discretion, can lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Options granted would vest, will be subject to the vesting period, as determined for each grant of options by the Committee, which shall be mentioned in the vesting letters.

Period of vesting for Options: The Options would vest not earlier than one year but not later than maximum of five years from the date of Grant, as may be determined by the Compensation Committee, or such time period as may be prescribed under the applicable law including but not limited to SEBI (SBEBSE) Regulations, 2021,

**E. Maximum period within which the options benefits shall be vested:**

The Committee shall inform the vesting schedule and terms and conditions thereof to the respective grantees through grant letter. Subject to applicable law, the Committee shall have the power to determine the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period; and has the power to modify or accelerate the vesting schedule.

Maximum period within which the options benefits shall be vested will not be later than 5 (Five) years from the date of grant, as per the scheme or as decided by the Compensation Committee, for each such eligible employee.

#### **F. Exercise price or pricing formula:**

Subject to SEBI (SBEBASE) Regulations, 2021, the exercise price of the Options granted under the Scheme, will be decided by the Committee, as it may deem appropriate, in conformity with the SEBI (SBEBSE) Regulations, 2021 and applicable accounting policies, provided that the exercise price shall not be less than the face value of the shares and not higher than the prevailing market price (on Stock Exchange with highest volume) of the shares of the Company. The exercise Price will be intimated to the option holder through the grant letter.

The Committee can vary the discount rates from Grantee to Grantee as per its discretion. Market price in this context refers to the meaning assigned to it under the SEBI (SBEBASE) Regulations, 2021.

No amount shall be payable at the time of Grant of Options. The exercise price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company in order to comply with the SEBI (SBEBASE) Regulations, 2021 and other SEBI Regulations.

#### **G. Exercise period and process of exercise:**

The exercise period and the process of the exercise will be intimated by the Committee, to the option holder through the Grant Letter or such other letter, from time to time. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the option holder towards such lapsed awards.

The eligible employee can exercise the vested Options within the stipulated exercise period by submitting a written application to the Company, with the payment acknowledgment with respect to the payable exercise price, in such manner and on execution of such other documents, as may be prescribed and intimated by the Committee, from time to time.

#### **H. The appraisal process for determining the eligibility of employees for the scheme:**

The Compensation Committee, will from time to time, identify employees eligible for the purpose of the Scheme, after taking into consideration such factors, including but not limited to performance appraisal, seniority, period of service, role, the present

and potential contribution to the growth of the Company and such other criteria that may be determined.

**i. Maximum number of options to be offered and issued per employee and in aggregate, if any:**

The maximum number of Options to be granted to any eligible employee shall be decided by the Board or the Committee, from time to time. However, the grant of options to employees, shall not, at any time exceed the Total Option Pool Size approved by the members of the Company under the Scheme.

Further, the company seeks approval of the Members to issue Employee Stock Options (Options), in one or more tranches, equal to or exceeding 1% (one per cent) of the issued capital of the Company at the time of grant of option, to the identified eligible employees of the company and subsidiary companies during any one year.

**I. Maximum quantum of benefits to be provided per employee under a scheme:**

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Stock Option exercise price and the market price of the Equity shares on the exercise date.

**J. Whether the scheme is to be implemented and administered directly by the company or through a trust:**

The Company shall directly implement and administer the Banka BioLoo Limited Employee Stock Option Plan – 2023, through the Board/ Compensation Committee.

**K. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

Upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations, the Company shall issue new equity shares to the Grantee. No secondary acquisition by the company or trust is involved

**L. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable.

**M. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

Not Applicable.

**N. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI (SBE& SE) Regulations, 2021 and other applicable laws.

**O. the method which the company shall use to value its options:**

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Options granted, to calculate the employee compensation cost.

**P. Method which the Company shall use to value its Options:**

As the Company is adopting fair value method, presently there is no requirement for disclosure in board's report. However, if in future, the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'

**Q. Period of lock-in:**

The shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock in period restriction after such allotment and credit to the respective demat account unless otherwise decided by the Committee; however the same shall be subject to such restrictions as may be prescribed under applicable laws

including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

**R. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Committee will determine the procedure for buy-back of Options granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

The options to be granted under ESOP 2023 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company. ESOP 2023 conforms to SEBI (SBEBAE) Regulations, 2021. The draft ESOP 2023 is available for inspection by the members in the manner provided in the Notes to this Notice

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, 4 and 5 of the Notice.

Based on the recommendation of the Audit Committee, Nomination & Remuneration Committee, the Board recommends the **Special Resolution** set forth at **Item No. 3, 4 and 5** of the Notice, for approval by the Members.

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

**Namita Banka  
Managing Director  
DIN: 5017358**

**Date: 25 August 2023  
Place: Hyderabad**

## Annexure-II

### Details of Directors seeking re-appointment at the 11<sup>th</sup> 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. 2 of the 11<sup>th</sup> AGM Notice]*

<b>Name of the Director</b>	<b>Ms. Namita Banka</b>
DIN	05017358
Date of Birth	10/03/1973
Date of Appointment on the Board	31/08/2012
Nationality	Indian
Qualifications	<ul style="list-style-type: none"><li>• Bachelor of Science (Home Science) from University of Delhi</li><li>• Post-Graduate Diploma in Jewellery Designing, Mfg. &amp; Appraising from Indian Diamond Institute, Surat</li></ul>
Background details/ brief resume/experience (including expertise in specific functional area)	Mrs. Namita Banka 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. 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.
Job profile and suitability to the company	Experience and expertise as stated above
Recognition or awards	Mrs. Namita Banka has been awarded for her entrepreneurial excellence, nationally and globally.
Terms and conditions of Appointment/ Re-appointment	As maybe mutually decided by the Board and Mrs. Namita Banka
Remuneration, last drawn (including sitting fees, if any)	Rs. 37,02,300 (Rupees Thirty-Seven Lakh Two Thousand and Three Hundred only)
Remuneration proposed to be paid	The maximum consolidated remuneration approved at 9 <sup>th</sup> Annual General Meeting held on 29 September 2021 was 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.	
Pecuniary relationship in the Company	Mrs. Namita Banka does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to her.	
Shareholding in the Company as on 31 March 2023	32.23%	
Directorship held in other Companies	<b>Name of the Company</b>	<b>Designation</b>
	Megaliter Varunaa Private Limited	Director
Directorship/membership/ chairmanship of Committees of the board of Banka BioLoo Limited	Managing Director and Chairperson of CSR Committee	
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2023	Nil	
Number of meetings attended during the financial year	5 (Five)	
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 Mrs. Namita Banka, 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	<b>Name of the other Director</b>	<b>Nature of Relationship</b>
	Sanjay Banka	Spouse
	Vishal Murarka	Brother
	Except as stated above Mrs. Namita Banka is not related to any other Director.	

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

**Date: 25 August 2023  
Place: Hyderabad**

**Namita Banka  
Managing Director  
DIN: 5017358**