

September 06, 2022

To
The Manager
Dept of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

Dear Sir/Madam,

Subject : Submission of Annual Report along with Notice of Annual General Meeting (AGM) of the Company for financial year 2021-2022

Scrip Code : 511509

Pursuant to Regulation 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Notice convening 35th Annual General Meeting(AGM) of the Members of Vivo Bio Tech Limited ("the Company") scheduled to be held on **Wednesday, September 28, 2022 at 03:00 PM (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and Annual Report for the financial year 2021-2022. The same is also made available on the website of the Company at www.vivobio.com.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting") or voting through electronic means during the AGM, on the businesses specified in the Notice convening the 35th AGM of the Company.

This is for your information and records.

Thanking you,

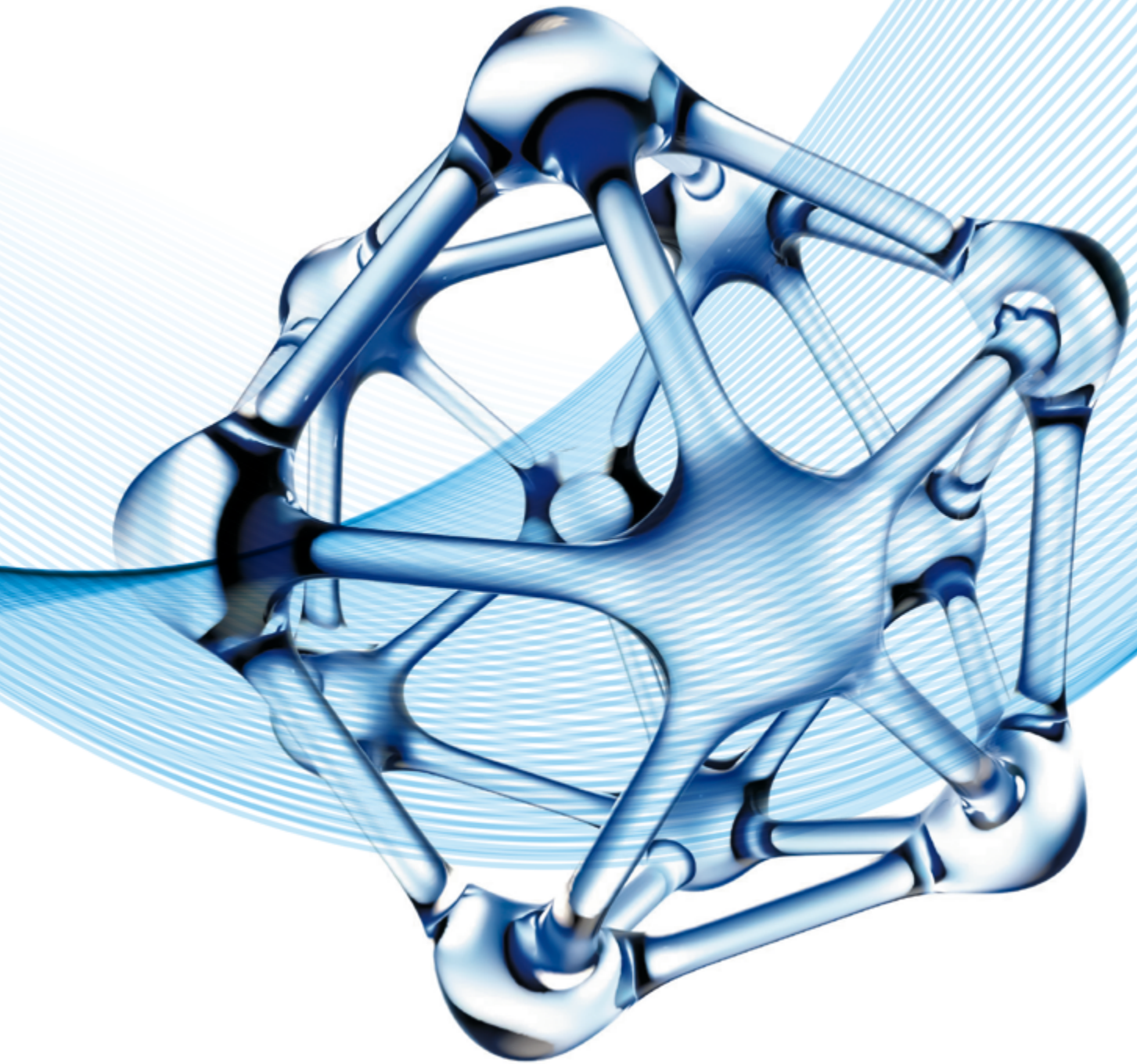
Yours faithfully,

For Vivo Bio Tech Limited

AASAT
JYOTIKA
Jyotika Aasat
Company Secretary

Digitally signed by
AASAT JYOTIKA
Date: 2022.09.06
18:34:41 +05'30'

Encl as above



PLAYING A
CRITICAL ROLE IN
DRUG DISCOVERY
SERVICES

CONTENTS

Corporate Overview

| | |
|----|---|
| 2 | Corporate Snapshot |
| 4 | Our journey across the years |
| 6 | How the Company performed across the years |
| 8 | Whole Time Director's statement |
| 11 | Our service portfolio and their rich potential |
| 16 | The rising relevance of research organisations like Vivo Bio Tech |
| 18 | The India CRO Destination advantage |
| 20 | Our state-of-the-art infrastructure |
| 22 | How we manage risks at Vivo Bio Tech |
| 24 | The Company's comprehensive services portfolio |
| 29 | How we strengthened our HSE commitment |
| 30 | Board of Directors and Management Team |

Statutory Section

| | |
|----|------------------------------------|
| 33 | Corporate Information |
| 34 | Notice of Annual General Meeting |
| 46 | Board's Report |
| 54 | Management Discussion and Analysis |
| 69 | Corporate Governance Report |

Financial Section

| | |
|-----|-----------------------------------|
| 86 | Standalone Financial Statements |
| 115 | Consolidated Financial Statements |

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information.





“

“Today science fiction is the most important artistic genre. It shapes the understanding of the public on things like artificial intelligence and biotechnology, which are likely to change our lives and society more than anything else in the coming decades.”

”

Yuval Noah Harari

CORPORATE SNAPSHOT

VIVO BIO TECH LIMITED.

WE WERE ENGAGED IN THE LABORATORY ANIMALS SEGMENT; WE ARE NOW A FULL SERVICE CONTRACT RESEARCH ORGANIZATION.

WE WERE IN A LIMITED SEGMENT OF THE SECTOR; WE NOW PROVIDE DRUG DEVELOPMENT AND DISCOVERY SERVICES WITH IN VIVO AND IN VITRO TOXICITY STUDIES.

WE WERE GROWING MODERATELY IN THE PAST; WE ARE POISED TO REPORT ATTRACTIVE GROWTH FROM THIS POINT ONWARDS.



Our strategy

To grow sustainably and profitably through the identification of our customers' research problems and being a solutions provider by partnering global companies with cutting-edge science.

Our mission

To support Indian biomedical research by making advanced research tools accessible through strategic global partnerships.

Our leadership team

The Company is led by a credible Board of Directors, which includes Mr. Sunder Kanaparthi, Chairman and Dr. A. Sankaranarayanan, a discovery biologist with more than 35 years of experience in Pharmaceutical R&D and a Scientific Advisory Board that comprises Dr. KS Nayak, among the pioneers of Peritoneal Dialysis and Cadaver Kidney Transplantation in India.

Our infrastructure

The Company's state-of-the-art 1,50,000 sq. ft. pre-clinical research facility addresses experimentation and animal breeding facilities as well as advanced equipment.

Our accreditations

The Company is AAALAC International-accredited, GLP-certified as well as CIBRC, DCA, ISO and CPCSEA-registered.

Our core values

- We constantly strive to identify the research problems of our customers' and make commitment towards providing a seamless solution.
- Valuing our employees is the foundation of our success and we seek to provide respectful, meaningful and exciting opportunities to assist them in performing at their best.
- We are committed to highest standards of ethics and integrity.

Our employees

The Company possesses a knowledge driven team of professionals operating in the toxicology and animal husbandry segments. Vivo Bio Tech comprised a team of 162 employees as on March 31, 2022.

Our footprint

The Company's vast infrastructure facility is located in Hyderabad (Telangana), catering to the growing needs of research and studies needed for customers in India and the USA.

Our shareholding pattern

39.67

%, Promoter and promoter group shareholding as on March 31, 2022

Our business

Vivo Bio Tech Limited is a full-service contract research organisation, providing drug development and discovery services to global pharmaceutical and biotech companies (guided around OECD-GLP and AAALAC). The Company offers in-vitro and in-vivo services, toxicity studies, pharmacological investigations, pharmacokinetic and toxicokinetic studies - a comprehensive single-point solution.

Our clientele

The Company's clientele of 180 companies is present across the CRO, Research institutes, Agro, Medical devices and Diagnostics segments.

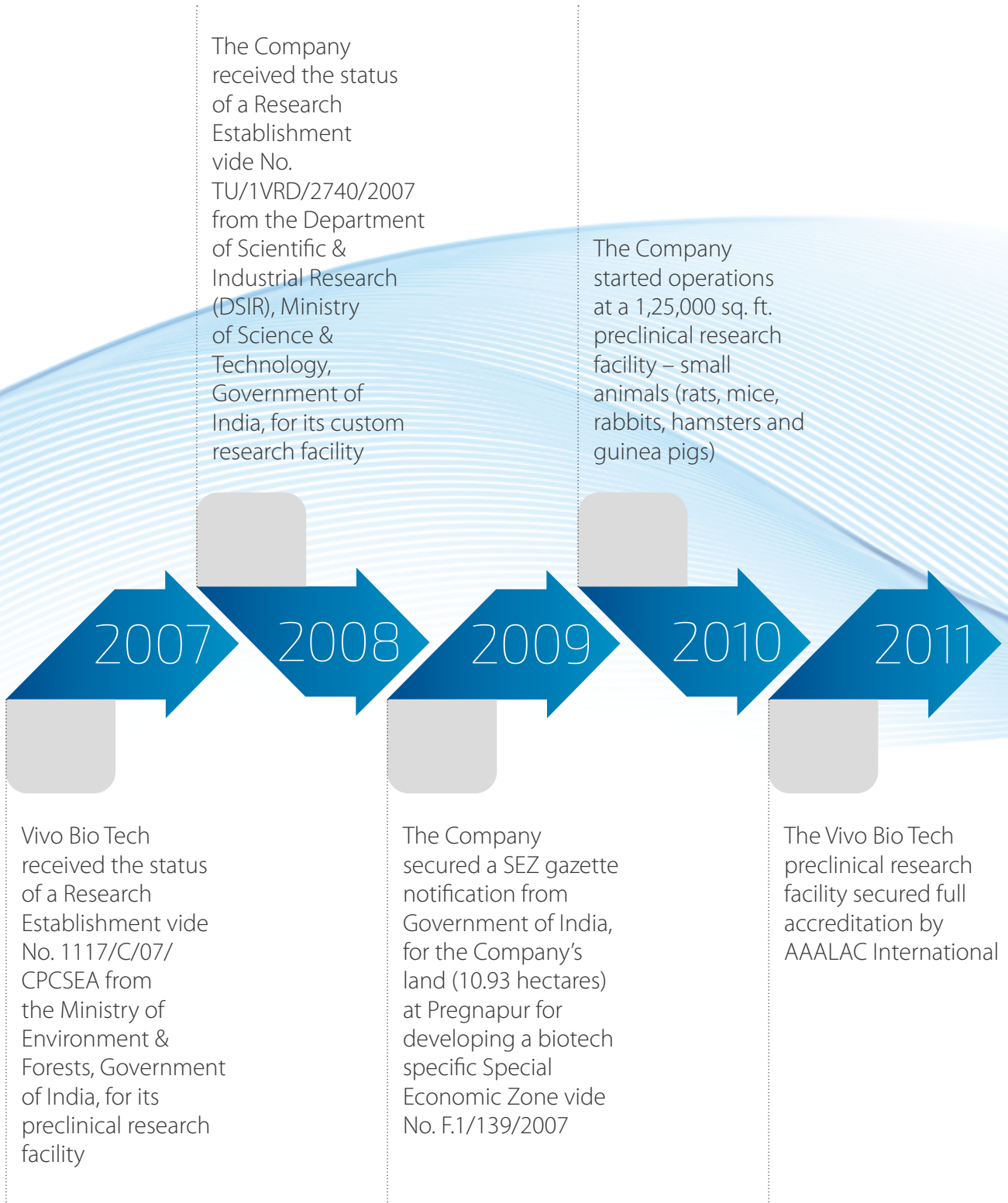
Our partners

The Company commenced into a partnership with a major international lab animal breeding company for foundation and expansion colonies of SPF rodent models before starting in-house breeding and trading. The Company entered a partnership with Cyagen Biosciences to access genomic technologies.

60.33

%, Public shareholding as on March 31, 2022

OUR JOURNEY ACROSS THE YEARS



The Company entered into a partnership with a major global lab animal breeding company to offer an international quality of lab animals.

2013

2016

2017

2019

2021

The Company started the breeding and distribution of SPF guinea pigs

The Company transformed from an animal breeding and distributing company into a full service CRO with interest in In-vitro, In-vivo, Eco-Tox, Analytical, Bio-Analytical and Phys-chem, ADME and PK-PD studies. Last year saw addition of international clients with long-term outsourcing and service agreements

The Company was audited by CIBRC in September 2016 and certified for agrochemical testing for toxicology studies. The Company entered into a partnership with Cyagen Biosciences to access genomic technologies

Vivo Bio Tech Limited received ISO 9001:2015 certification for Quality Management System. The Company successfully completed NGCMA - OECD GLP Surveillance and Scope Extension with the introduction of inhalational studies.

HOW THE COMPANY PERFORMED ACROSS THE YEARS



Definition
Increase in sales after taxes (if any).

Why is this measured?
It shows the Company's capacity to increase sales, as indicated by the number's comparability to peers in the industry.

What does it mean?
Aggregate sales were maintained around the level of the previous year at Rs. 5148.31 Lakh in FY 2021-22, partly on account of the impact of the pandemic, where sales were affected in the second quarter of the financial year.

Value impact
The company grew faster than the sectorial average, which resulted in a growth in market share in FY 2021-22.

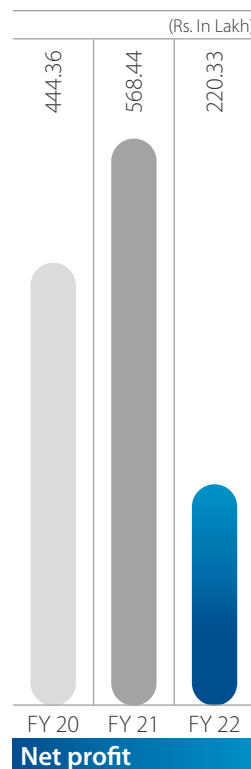


Definition
Earning before the deduction of fixed expenses (interest, depreciation, extraordinary items and tax).

Why is this measured?
It is an indicator of the company's capacity to produce a surplus after deducting operational expenses.

What does it mean?
It contributes to the development of a strong growth engine, much of which may be made available for reinvestment.

Value impact
The Company generated an attractive growth in EBITDA despite sectorial challenges.



Definition
Profit earned during the year after deducting all expenses and provisions.

Why is this measured?
This measure highlights the strength of the business model in enhancing shareholder value.

What does it mean?
It ensures that adequate surplus is available for reinvestment in the Company's operations and enhancing net worth.

Value impact
The Company reported a 61.26% decrease in net profit in FY 2021-22 following increase in material and administrative costs.

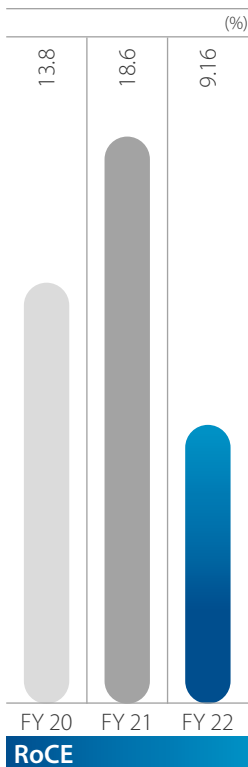


Definition
EBITDA margin is a profitability measure used to assess a company's ability to generate a surplus (pre-interest, depreciation and tax) on a rupee of sales, expressed as a percentage.

Why is this measured?
The EBITDA margin provides a lucid insight into the Company's earning capacity.

What does it mean?
This demonstrates the buffer available within the Company to absorb interest and tax outflow and after making a provision for depreciation.

Value impact
The Company reported a 330 bps decline in EBITDA margin during FY 2021-22, partly as a result of an increase in costs that could not be passed on and customers seeking lower prices.



Definition

It is a financial ratio that measures a company's profitability and the efficiency with which capital is employed in the business.

Why is this measured?

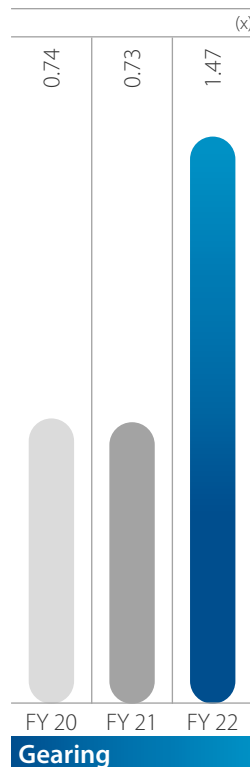
RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

What does it mean?

Enhanced RoCE can influence valuation and perception.

Value impact

The Company reported a 944 bps decline in RoCE during FY 2021-22 due to a decline in EBITDA and increase in debt of Rs. 3803 Lakh.



Definition

This is derived through the ratio of debt to net worth (less revaluation reserves).

Why is this measured?

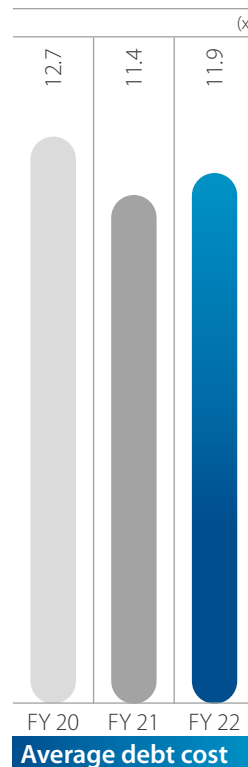
This is one of the defining measures of a company's financial solvency.

What does it mean?

This measure indicates the extent of borrowing room available, the lower the gearing the better.

Value impact

The Company's gearing more than doubled on account of an increase in debt in the last quarter of the FY 2021-22.



Definition

This is derived through the calculation of the average cost of the consolidated debt on the Company's books.

Why is this measured?

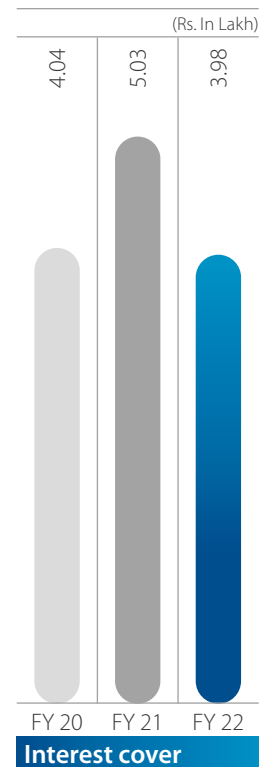
This indicates our ability in convincing bankers and other debt providers of the robustness of our business model, translating into a progressively lower debt cost (potentially leading to higher margins).

What does it mean?

Enhanced cash flows; strengthened credit rating for successive declines in debt cost.

Value impact

The normalised debt cost of the Company increased by 50 bps during the year following the mobilisation of additional debt.



Definition

This is derived through the division of EBITDA by interest outflow.

Why is this measured?

Interest cover indicates the Company's comfort in servicing interest – the higher the better.

What does it mean?

A company's ability to meet its interest obligations, an aspect of its solvency, is arguably one of the most important factors in assuring sizeable returns to shareholders.

Value impact

The Company's interest cover moderated by 105 bps during the year under review due to an increase in interest outflow and decline in EBITDA (enhanced material and administrative costs).

GROWING OUR C.R.O PERSONALITY AND CLIMBING THE VALUE PYRAMID



Overview

The world of therapies and medical intervention is at the cusp of an inflection moment.

This space is graduating from medicinal generalisation to personalisation: the last frontier.

As diagnoses become precise and data-printed, there is a need for drug development to deliver therapies that are localised and effective.

The global personalised medicine market was valued at USD 96.97 Billion in 2021 and is projected to reach USD 217.90 Billion by 2030, growing at a CAGR of 10.67% from 2022 to 2030 (Source: [verifedresearchmarket.com](https://www.verifedresearchmarket.com)).

With the advent of advanced and evolving data-intensive biomedical data analysis, it is deciphered that humans vary at the genetic, epigenetic, biochemical, physiological and behavioural levels, especially with respect to disease processes, treatment responsiveness, and prognosis.

The integration of patients' medical records from various healthcare organizations is becoming critical, making data digitization in electronic form imperative for implementation across the globe to deliver patient-specific predictive, preventive, personalised, and participatory treatment through a multidisciplinary approach for making

unambiguous clinical and healthcare decisions.

The implementation of statistically validated Artificial Intelligence/ Machine Learning (AIML)-driven big data biomarker analysis should enable risk mitigation, patient stratification and implementation of appropriate interventions. These will focus on personalised health promotion and disease prevention strategies for a good life quality. The adoption of the advancing diagnostic and analytical methodologies that are made affordable and accessible for clinical practice are the driving factors to achieve actionable outcomes.

Research efficiency

This personalisation of medicine will need large sums to be invested in research with no guarantee of outcomes. The result is that research spending is on the decline. This need for enhanced efficiency in research spending is being addressed by increased technology spends; it is also being addressed by moving pre-clinical studies from high-cost markets to low-cost geographies. This movement is putting a premium on companies who can address emerging requirements.

India stands at an attractive point of this pre-clinical research outsourcing opportunity. India possesses a rich track record in synthetic molecule management; the number of USFDA plants in India is the highest outside USA; Indian companies have been exposed to a quality movement validated the world over; its chemical and pharmaceutical sectors reflect global systems and best practices.

India is at the right place at the right time, the country having transitioned from

reverse engineering to patent respect, supported by transparent legal systems, a large annual pool of STEM talent, costs lower than the developed west and the prevalence of credible outsourcing models.

India comprises globally reputed laboratories, quality scientific talent, good laboratory practices (GLP), engagements with global companies for more than three decades, cheaper cost of studies, competitive turnaround time and reliable generated data.

The relevance of our business

When research-driven companies begin working with potential molecules addressing specific disease or application targets, they usually start with some 100,000 molecule choices, before narrowing down to a tenth of this number before in-vitro studies come into to play. Extensive pre-clinical studies play a critical role in drug discovery, making it imperative to select a competent partner.

The scope of the business is widening and deepening across the global pharmaceutical and agrochemical sectors, where the issues of enhanced chemical effectiveness and environmental safety are becoming increasingly relevant. The space of non-drug human applications has widened as well, marked by a need for higher safety and efficacy.

Preclinical pharmacology is critical in taking findings from the laboratory and

clinic ahead. The segment is relevant on account of outbreaks of new diseases, known diseases increasing in incidence or geographic range and persistence of infectious diseases.

With more companies innovating new drugs, existing companies expanding their array and needing to clear safety thresholds mandated by respective regulators, the preclinical work load is increasing. Companies need a reliable

partner for safety studies necessary for regulatory submission. Partners ensure the availability of necessary test facility resources viz., manpower, animals, Institute Animal Ethics Committee (IAEC) approvals, and accreditations to

ensure timely delivery of study reports. Partnerships empower the pooling of expertise, knowledge and resources that could lead to cross-fertilisation.

There is a growing scope for this business as most large countries are working on a

China plus one strategy to diversify their supply chains and dependence. By the virtue of one of the largest bio tech and pharma industry bases, India is a preferred choice.

Our credibility

At Vivo Bio Tech, we are competently placed to address the widening opportunity.

By the close of the last year, our company was the only merchant producer of specific pathogen-free lab animals in India, the largest supplier in the country, the first on recall for a range of downstream companies and possessing a GLP-certified infrastructure that produced more than 200,000 animals a year. This validated the company's competence in addressing a growing global opportunity.

The Company is a full cycle service provider, making it a preferred outsourcing partner. The Company manages data integrity and confidentiality. The Company possesses

extensive documentation capabilities that can catalyse filings for international certifications. The Company has been certified for Good Laboratory Practices.

Good laboratory practice-compliant and one-stop solution providers like Vivo Bio Tech are pursued by companies in various phases of the development cycle. Vivo Bio Tech offers a wide array of services at competitive pricing, skilled, knowledgeable and efficient resources and state-of-the-art technologies while using healthy, specific pathogen-free laboratory animals for the entire spectrum of research activities.

We entered this business in 2010; by the close of FY 2020-21, we were the only merchant producers of specific

pathogen-free lab animals in India, the largest supplier in the country, the first on recall for a range of downstream companies and possessing a GLP-certified infrastructure that produces more than 200,000 animals a year.

At Vivo Bio Tech, we are open to engaging with large companies that provide their animals on which to conduct studies and provide comprehensive results. We are open to providing customers the use of our facilities where their testing professionals can be suitably deployed. We provide customers the option of their scientists collaborating with ours to jointly deliver effective outcomes.

Opportunity-ready

Vivo Bio Tech is attractively placed to create a new revenue engine that accelerates organisational growth, widens margins, strengthens annuity revenues and enhances stakeholder value.

Sri Kalyan Kompella

Whole Time Director & CFO

OUR SERVICE PORTFOLIO AND THEIR RICH POTENTIAL

| Global opportunity/ drug | 0.5 USD Billion | 2.5 USD Billion | 1.5 USD Billion |
|--------------------------|---|---|---|
| Services | Late Stage Drug Discovery Services | Contract Development Services Contract Development & Manufacturing Services | Clinical Trials |
| | <ul style="list-style-type: none"> ▪ Pharmacology Studies ▪ Safety Pharmacology Studies ▪ Pharmacokinetics (PK) & Pharmacodynamics ▪ Toxicology / Safety Studies ▪ Inhalation Toxicity Studies ▪ Reproductive Toxicity Studies ▪ Genotoxicity Studies Disease Models Imaging Studies Efficacy Studies Formulation Studies ▪ Physicochemical Characterisation ▪ Agrochemical Toxicity Studies ▪ Environmental Toxicology Studies ▪ Specific Pathogen Free Animal Breeding & Supply ▪ Transgenic Animal Models ▪ Laboratory Animal Diagnostics | <ul style="list-style-type: none"> ▪ DNA, mRNA, ▪ Reagents and Protein Development Services ▪ Non-Nucleic Acid Based Laboratory Animal Diagnostic Services ▪ Nucleic Acid & Non- Nucleic Acid Based Livestock Diagnostic Services ▪ Diagnostic Services – Oncology | <ul style="list-style-type: none"> ▪ Phase I, II and III clinical trials in partnership with a leading healthcare service provider ▪ Phase IV / Pharmacovigilance Services ▪ Medical Device Testing Services |

THE VIVO BIO PROPOSITION



INDIA. ONE OF THE MOST ATTRACTIVE GLOBAL DESTINATIONS FOR CLINICAL TRIALS

Overview

A new set of rules in place since 2019 have benchmarked India's regulatory framework with U.S. Food and Drug Administration (FDA) norms, making the country among prominent choices for global clinical trials.

In 2021, India approved over 100 global clinical trials, the highest since 2013. The fact that 87 clinical trials were conducted in India during a Covid-hit 2020 indicates the long-term potential of India as a trusted service destination.

A combination of a vast patients pool, professionals with English-speaking skills, lower costs and the prevalence of chronic diseases have attracted large pharmaceutical companies to conduct trials in India.

The big change

India revamped the guidelines for clinical trials in 2013. As a result, global clinical trial application approvals plummeted from a high of 529 in 2010 to a low of 17 in 2013. India conducted only 70 global trials in 2014, 54 in 2015 and 44 in 2016. Following this, the NDCT 2019 comprised comprehensive regulations to protect patients, improve data quality, accelerate approval processes and align with global norms.

India a prime clinical trial destination

- Even though New Drugs and Clinical Trials regulation has made clinical trials in India expensive, India is still 60% cheaper than the U.S. for clinical trials.
- India has numerous world-class hospitals as trial sites - 1,762 sites and 4,216 ICH-GCP trained investigators.
- New drug projects were put on the backburner for prioritising Covid-19 vaccines and therapies, which contributed to more trials coming to India (15% related to Covid-19 drugs and therapies)

Big numbers

Sustained market growth

1.89

USD Billion, size of the Indian clinical trial market, 2019

2.0

USD Billion, size of the Indian clinical trial market, 2020

3.15

USD Billion, projected size of India's clinical trials market by 2025

India a growing market

100

Clinical trials conducted in India in 2021

87

Clinical trials conducted in India in 2020

71

Clinical trials conducted in India in 2017

KEY DATA POINTS OF PHARMACEUTICAL R&D IN 2022

New drug approvals and launches

- A record 84 novel active substances (NASs) were launched globally in 2021, double the number five years ago (total launches over 20 years to 883).
- The U.S. reported the highest launches; among the 72 NASs launched in 2021, a record 44 (60%+) were characterised by the FDA as first-in-class, and more than half (40) carried an orphan drug designation (indicating their use for patients with rare diseases).

Clinical development productivity

- The composite success rate across all development phases and therapy areas declined to 5.0% in 2021, influenced by higher scientific risk in clinical development programmes as well as pauses in product development due to the pandemic.
- In 2021 composite success rate fell below the 10-year trend in all areas (except vaccines and cardiovascular).

R&D pipeline

- Global products in active development in human trials exceed 6,000, up 68% over 2016, as life sciences companies continue to invest in advance innovative therapeutics and vaccines across disease areas, despite disruptions
- Precision medicines increasingly dominate in oncology where targeted therapies account for almost all research; over 40% pipeline is for rare cancers where next-generation bio therapeutics — including cell and gene therapies — are increasingly deployed.

R&D funding

- Venture capital deal activity and investment flows in the U.S. accelerated as interest in life sciences intensified with more than 2,000 deals and USD 47 Billion of deal value occurring in 2021. The 15 largest pharmaceutical companies invested a record USD 133 Billion in 2021 in R&D expenditure, an increase of 44% since 2016.
- Life sciences deal transactions (licensing, collaborative R&D arrangements and acquisitions) remained under 5,000 deals in 2021, including over 500 related to COVID-19.

Clinical trial activity

- In 2021, 5,500 new planned clinical trial starts were reported, up 14% over 2020 and 19% higher than 2019, indicating that the market sustained despite the pandemic.
- Study participants in intended new trials exceeded 2 Million in 2021 for the first time, double the level seen prior to the trials for both COVID-19 and several large Ebola virus vaccine trials.

Accelerators of innovation cycles

- The median time from first patent filing to launch in the U.S. declined to its lowest and in the past two years included 21 drugs launched less than five years into their patent terms.
- Most new drugs (72%) received some form of expedited review by FDA, including one in four receiving an accelerated approval or an emergency use authorization. (Source: iqvia.com)

Emerging biopharmaceutical companies contribution to innovation

- Emerging biopharma companies, with an estimated R&D expenditure less than USD 200 Million and with less than USD 500 Million revenue annually, were responsible for a record 65% molecules in the R&D pipeline (up from less than 50% in 2016 and one-third in 2001).

WHY R&D OUTSOURCING IS THE FUTURE

Cost of pharmaceutical R&D rising worldwide

Looking ahead, biotech has a significant proportion of advanced molecules in development across areas including cell and gene therapy, monoclonal antibodies, and DNA and RNA therapeutics. While large pharma companies are expected to grow R&D spending at 4% annually to USD 234 Billion for the industry in 2025. R&D spending in biotech is forecast to grow twice as fast, at up to 8% per year (Source: mckinsey.com)

High failure rate R&D pharmaceutical companies

Biotechnology and pharmaceutical businesses are synonymous with high risk and rising investment. Bringing new drugs to the market can take around 10 years of R&D and a lot of cash, averaging USD 1.3 Billion per drug. While we often hear about clinical trial failures, a less-discussed aspect is failure in the initial steps in the drug discovery and R&D process management. Success of the drug discovery process is low with failure rate at around 96%. (Source: labiotech. eu)

Diseases for which therapies have not been built is high

There are 7000-8000 rare diseases, but less than 300 therapies to treat them. About

95% rare diseases have no approved treatment and less than 1 in 10 patients receive disease specific treatment. Where drugs are available, they are prohibitively expensive. (Sources: National Policy for rare diseases, 2021)

Companies need to outsource research

Pharmaceutical companies are outsourcing research activities to academic and private contract research organizations (CROs) as a strategy to stay competitive and flexible in a world of exponentially growing knowledge, increasingly sophisticated technologies and an unstable economic environment. Over 80% of bio-pharma respondents reported increased alliance activity compared to previous periods. (Source: biopharmatrend.com)

CROs offer a unique value proposition for biotech companies, which is inherently fast growing and resourceful, often taking the approach of building the plane while flying it. While established pharma companies have the option to build best-in-class capabilities in-house and outsource selectively, biotech companies—given their rapid growth and relative lack of development infrastructure—often must rely on others

to provide the full offering of clinical services before they can consider building out their own development organizations.

In addition, biotech companies often have not yet established a reputation. When it comes to interactions with clinical-trial sites, investigators, patients, caregivers, and regulators across the world, biotech companies may have neither the relationships nor the name recognition of a large biopharma or global CRO that has feet on the ground and relationships with stakeholders across many countries.

In addition, innovation in clinical development today often means working with specialised vendors offering best-in-breed point solutions, from electronic clinical-outcome assessments to trial payments and decentralised or virtual trials. CROs focus on one or more offerings in the clinical-trial life cycle. While contracting with several best-in-breed vendors individually may yield the most advanced clinical trials, it also requires large-scale vendor management capabilities and processes that are virtually impossible for most emerging biotech companies to manage on their own.

Big numbers

40

%, 15 leading pharma companies' share of the industry's clinical pipeline, 2011

20

%, 15 leading pharma companies' share of the industry's clinical pipeline, 2021

200

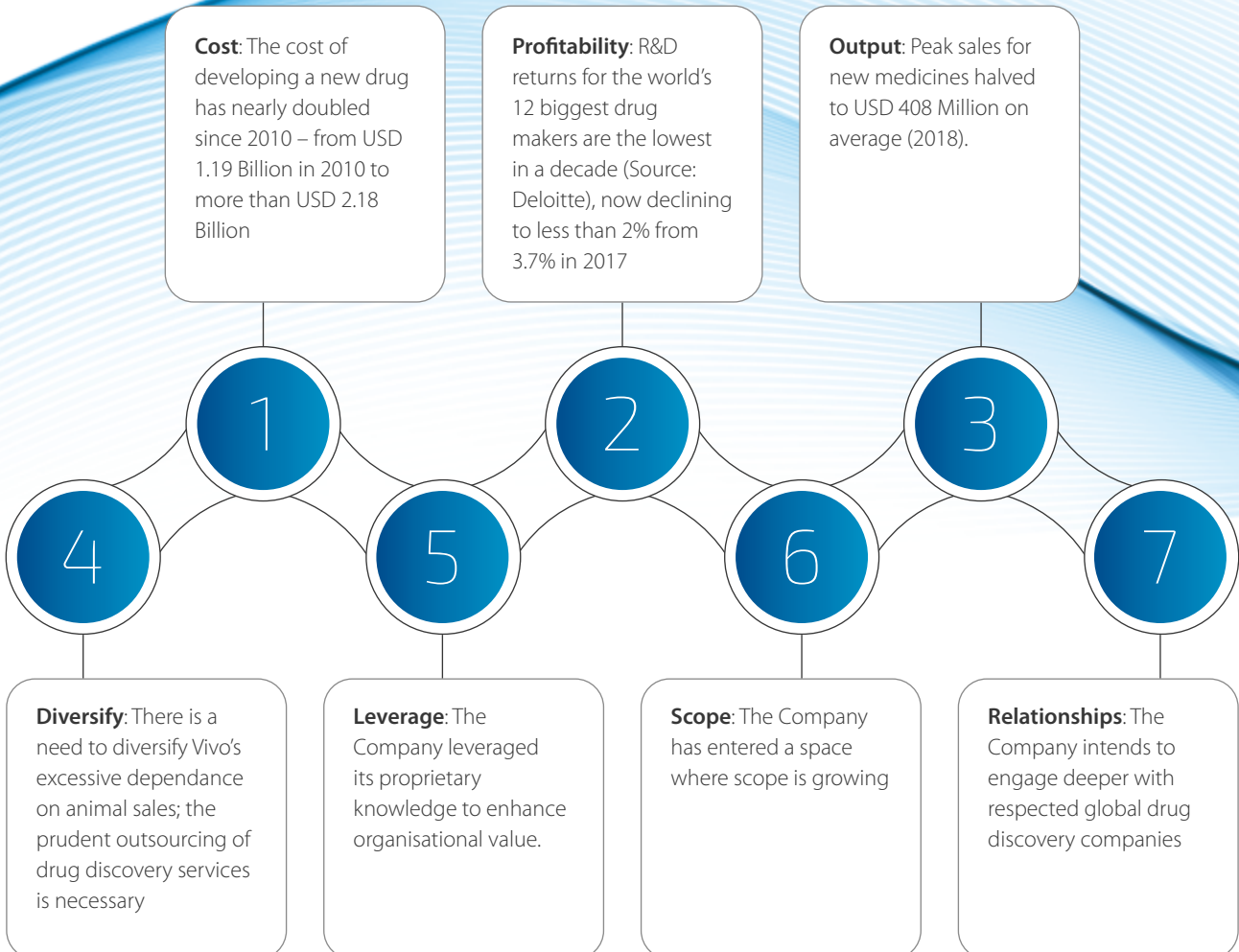
USD Billion, global research and development spending in the pharmaceutical industry, 2020

137

USD Billion, global research and development spending in the pharmaceutical industry, 2012

THE RISING RELEVANCE OF CONTRACT RESEARCH ORGANISATIONS LIKE VIVO BIO TECH

Why the company's business of animal sales, tests and studies within the larger space of drug discovery is gaining importance



Our strengths

Vision

The company intends to emerge among the five leading drug discovery services companies in India

Scale

The company is the only source of SPF animals in India, the largest lab animal breeder in the world and one of few CROs with a large animal facility.

Portfolio

The Company offers a diverse portfolio of studies comprising pharma, bio-pharma, agrochemicals, toxicology and bio-compatibility.

Solution

The Company offers services from in vitro to preclinical development, one of India's largest full-service CROs (within and beyond studies).

Unique proposition

We provide a one-stop solution, scores of discovery services under one roof and a globally competitive cost

Infrastructure

The company's pre-clinical services facility of 1,50,000 sq. ft. represents a platform for world-class service. The company's business is spread across 12 acres with adequate expansion room

Accreditations

The Company holds key accreditations from key regulators in the industry, which includes AAALAC, OECD GLP and CPCSEA, among others.

Scale

The Company transformed from an animal-centric business to a research centric business, covering studies in pharma, bio-pharma, nutraceuticals and agrochemicals.

Customers

The Company has a large clientele (need number) spread across the pharma, biotech, vaccines, CRO and research organisations.

Professionals

The Company employed more than 300 resources across segments (drug discovery services, toxicology and pathology, etc.) and more than ten veterinary doctors who address comprehensive animal care in line with the demanding standards of the global markets.

Execution

The company will buy reference compounds and standards, conduct studies (in-vivo part of bacteria and in-vitro studies on animals), create a capability profile and encourage prominent customers to provides us their molecules to work on.

Quality standards

Every study procedure is developed and validated to addressed OECDGLP guidelines; quality assurance methodology adheres with OECD and FDA regulations. The company comprises a GLP-accredited facility with a large scope and an AAALAC-accredited facility

Support services

The Company moves lead candidates to IND and access to market approval; it suggests suitable research options, facilitating a quick turnaround in submissions to regulatory agencies.

Turnaround time

The centralised location of all infrastructure facilitates biological research, in vivo and in vitro services, minimising costs and turnaround time.

Plans

Vivo Bio is accredited with a large scope of Good Laboratory Practices studies, highly qualified Diplomate of the American Board of Toxicology (DABT) professionals working, experience of doing studies in a range of complex innovative methods, growing its Absorption, Distribution, Metabolism and Excretion (ADME) and drug metabolism and pharmacokinetics (DMPK) studies on large animals, toxicology facilities for large animals (canines, mini-pigs and pigs).

Cost-effective

The company is respected for cost-effective solutions within schedule, SLAs and costs.

How we intend to enhance value

Animal sales

Toxicology studies

Eco-toxicology studies

Feed sales

Leasing of plug-and play facilities

Discovery services

Perennial customer partnerships

THE INDIA C.R.O DESTINATION ADVANTAGE

Vivo Bio is riding India's international acceptability

Critical mass

India makes up to 20% of world's generics drug supply; 40% of the generics demand in US and 25% of medicines in the UK - 'pharmacy of the world'

Dependable

India is a major exporter of pharmaceuticals with over 200+ countries served by Indian pharma exports. India supplies over 50% of Africa's requirement for generics, ~40% of generic demand in the US and ~25% of all medicine in the UK.

Partnerships

India also accounts for ~60% of global vaccine demand, and is a leading supplier of DPT, BCG and Measles vaccines. 70% of WHO's vaccines (as per the essential Immunization schedule) are sourced from India. (Source: Invest India)

Pedigree

India has the highest number of US-FDA compliant pharma plants outside USA; it comprises more than 3,000 pharma companies with more than 10,500 manufacturing facilities

Base

India offers 60,000 generic brands across 60 therapeutic categories (including generic drugs, OTC medicines, API/bulk drugs, vaccines, contract research & manufacturing, biosimilars and biologics)

PLI

The industry has attracted incentives worth Rs. 21,940 Crore (USD 3 Million)

Competitive

India's cost of pharmaceutical manufacturing is ~ 33% lower than western markets



Big numbers

20

% of India's generics medicines exports share (global)

24.62

USD Billion, India's pharma exports

21

% share of revenue share from patented drugs

OUR STATE- OF-THE-ART INFRASTRUCTURE

Vivo Bio Tech's world-class research infrastructure in Hyderabad

Laboratory animals business

- Our facility is rated among the best in India for animal experimentation.
- It is spread across five floors and designed for accommodating animal species (rats, mice, guinea pig, rabbits, hamsters and canines).
- The storage facility comprises room for food material stored in exclusive vermin-proof and temperature-controlled rooms.
- Feed bags are stored off the floor and stacked away from walls to allow air circulation as well as pest control. Pest control is monitored by a professional exterminator. Individual animal room temperature is maintained with an ambient temperature of 18-26°C and humidity throughout the building is controlled at 30-70%.
- The Class 100,000 facility with efficient HVAC control (Blue Star) facilitates 100% air circulation
- The Company has a three level pressure gradient system with supply and return corridors with air locks
- The Company's barrier (clean corridor) and non-barrier (service corridor) areas are set apart
- The Company possesses exclusive areas with independent entry and exits for breeding and experimentation
- The Company fulfills sufficient infrastructural requisites for the isolation of experiments.
- The Company handles transgenic, disease and surgical models.
- The Company's independent air handling units address each study room and quarantine room.
- The Company set up a strong building management system (iBMS) through Siemens, Inc.
- The Company enjoys tiered biometric access control with restricted entry

Drug Discovery Services

The Company's state-of-the-art preclinical research facility is spread over 1,50,000 square feet. This facility has been designed in compliance with Association for Assessment and Accreditation of

Laboratory Animal Care International (AAALAC) and Good Laboratory Practice (GLP) guidelines with valuable inputs from international consultants and experts. The facility is also registered

with the Committee for the Purpose of Control and Supervision of Experiments on Animals.

Investment in the best equipment

At Vivo Bio Tech, we work with best instruments from reputed vendors leading to exceptional quality conduct of the studies



HOW WE MANAGE RISKS AT VIVO BIO TECH

Overview

Risk management is inherent to the business model of Vivo Bio Tech, influenced by a 'Predictable, Sustainable, Profitable and Derisked' model. The

enterprise risk management includes practices relating to the identification, assessment, monitoring and mitigation of various risks. The policy aims to

reduce unfavourable impact, increase stakeholder value and generate a competitive advantage.

Risk Management Framework

The Company's risk management framework includes the following key components:

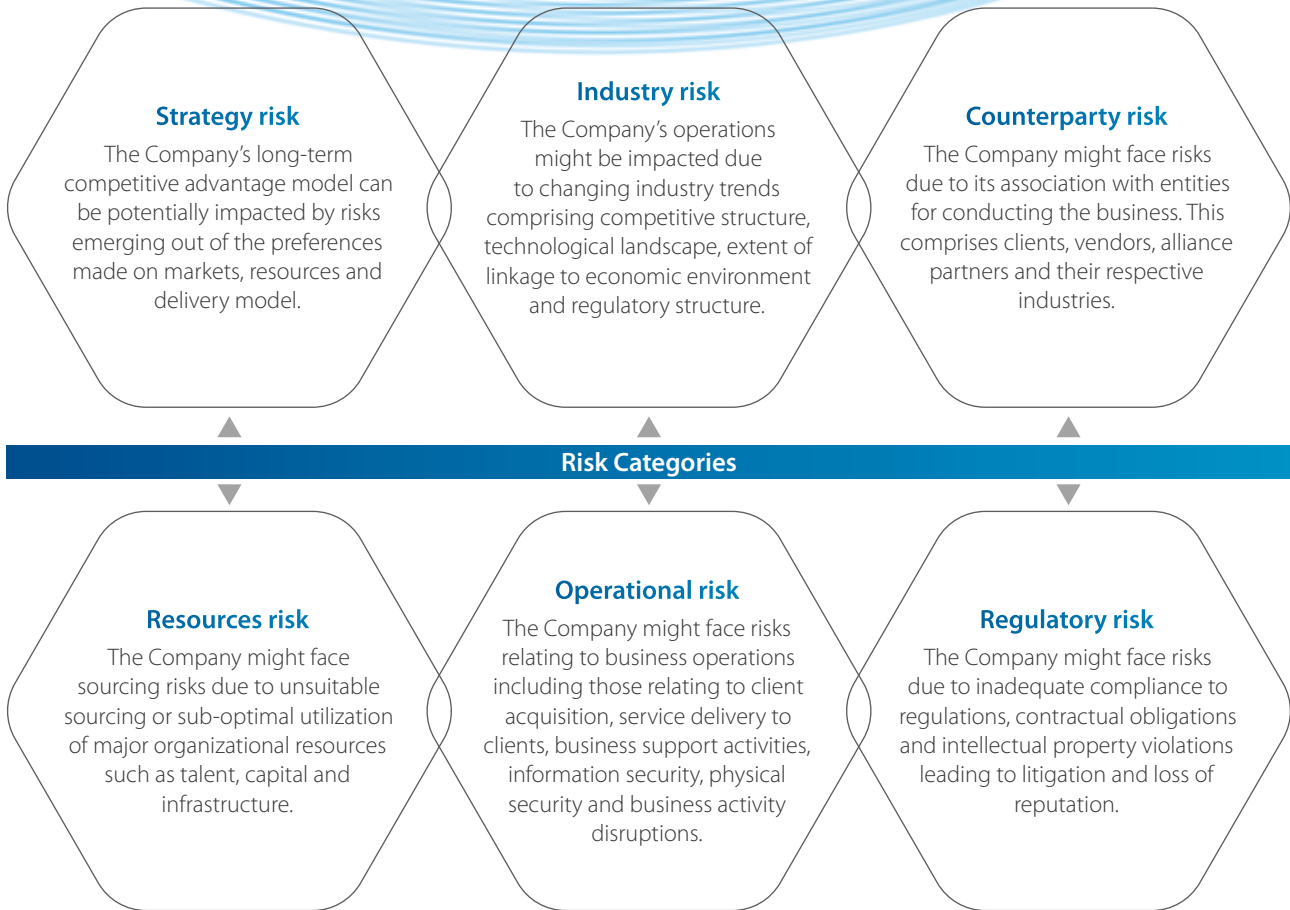


Risk Management Structure

The Company manages various risks across the organisation. These levels form the different lines of defence in the company's risk management structure

The major roles and responsibilities regarding risk management in the company are as follows:

| Level | Key roles and responsibilities |
|---------------------------------|---|
| Board of Directors (Board) | <ul style="list-style-type: none"> Corporate governance oversight of risk management performed by the executive management Review the performance of Risk Management Committee |
| Risk Council | <ul style="list-style-type: none"> Includes Chief Executive Officer, Chief Operating Officer and Chief Financial Officer Assessing enterprise risks from time to time, initiating mitigation actions, identifying owners and reviewing progress Developing and deploying risk management policies |
| Office of Risk Management (ORM) | <ul style="list-style-type: none"> Includes the network of risk managers from units and the group companies and is led by the Chief Risk Officer Ensuring the implementation of risk management practices in the enterprise as assigned in the areas of risk identification, assessment, monitoring, mitigation and reporting Setting up mechanisms to monitor compliance with policies Provides periodic updates to Risk Council and quarterly updates to Risk Management Committee on top risks and their mitigation Closely associated with owners of risk in deploying mitigation measures |
| Segment heads | <ul style="list-style-type: none"> Organising their functions as per company risk management philosophy Managing risks related to the business decisions relating to their unit, range of control or scope of operations Managing risks at the unit level that may arise from time to time in consultation with the Risk Council |



Key Risk Management Practices

The key risk management practices include those relating to risk assessment, risk measurement, risk mitigation, risk monitoring, risk reporting and risk integration with strategy and business planning.

Risk identification and assessment

The Company conducts periodic assessments to identify key risks and prioritise risks for action. Various systems for the identification and prioritization of risks include risk survey, business risk environment scanning and focused discussions in Risk Council and Risk Management Committee. Risk survey of executives across units, functions and subsidiaries is organised before the annual strategy exercise. The Company possesses a risk register and an internal audit finding, which indicates hints for risk identification.

Risk measurement mitigation and monitoring

The Company created dashboards for top risks that track relevant external and internal indicators to indicate the risk level. The trend line assessment of top risks, analysis of exposure and potential impact are implemented. The Company finalises mitigation plans, identifies owners of risk and progress of mitigation actions are monitored and reviewed.

Risk reporting

The Company developed a process of risk reporting where risks report outlining the risk level, trend line, exposure, potential impact and status of mitigation actions is discussed in the risk council and risk management committee periodically. Moreover, a risk update is provided to the Board and entity level risks such as project risks and account level risks are reported and discussed at appropriate levels of the organization.

Integration with strategy and business planning

The Company ensures that the risks identified are used as one of the major inputs for strategy making and business plan development.

THE COMPANY'S COMPREHENSIVE SERVICES PORTFOLIO

Test item

| | | | | |
|-----------------|-----------------------|------------------|-----------------|-----------------------|
| Pharmaceuticals | Industrial chemicals | Veterinary drugs | Pesticides | Food & feed additives |
| Vaccine | Biologics & cosmetics | Nutraceuticals | Medical devices | Herbals |

Test System

| | | | | |
|----------------|---------|------------|------------|---------|
| Rat | Mouse | Rabbit | Guinea pig | Hamster |
| S. typhimurium | E. coli | Cell lines | | |

Toxicology (In-vivo)

Acute

| | | | | |
|--------------------------------------|---------------------------------|-------------------------------|----------------|------------|
| Acute (All routes of administration) | Skin irritation / sensitisation | Dermal irritation / corrosion | Eye irritation | Inhalation |
|--------------------------------------|---------------------------------|-------------------------------|----------------|------------|

DRF / MTD Sub-Acute Sub-Chronic Reproductive Toxicity

| | | |
|----------------|------------------------------------|-----------------------------|
| Male fertility | Pre-natal development / teratology | One generation reproduction |
|----------------|------------------------------------|-----------------------------|

Toxicokinetics

Biocompatibility Testing – Capability

Test Item

| | | |
|-----------------|--------------------------------|----------------|
| Surface devices | External communicating devices | Implant device |
|-----------------|--------------------------------|----------------|

Test system

| | | |
|--------|----------------|---|
| Rat | Mice | Guinea pig |
| Rabbit | S. typhimurium | Cell Lines (Balb/c 3T3, L5178Y TK+/-, CHO-K1) |

Regulatory

| | | |
|-----|------|------|
| ISO | OECD | ASTM |
|-----|------|------|

Study

| | |
|----------------------|----------------------|
| Cytotoxicity | Genotoxicity |
| Dermal sensitisation | Irritation |
| Systemic toxicity | Implantation studies |
| Hemo-compatibility | |

Pharmacology

Cell-based Xenograft models

| | | | |
|------------------------------|----------------------------|------------------------------------|--------------------------|
| Prostate cancer (DU-145) | Breast cancer (MDA-MB-231) | Non-small cell lung cancer (A-549) | Multiple myeloma (MM.1S) |
| Colorectal carcinoma (HT-29) | Glioblastoma (U-87MG) | Ovarian cancer (OVCAR-3) | |

Syngenic models

| | | |
|---------------------|-------------------|------------------------|
| Breast cancer (4T1) | Melanoma (B16F10) | Colon cancer (CT26.WT) |
|---------------------|-------------------|------------------------|

Chemical Induced Cancer models

| |
|----------------------------|
| Colon cancer (DMH induced) |
|----------------------------|

DIO

| |
|--------------------------|
| Research diets (60% HFD) |
|--------------------------|

Cell-based Assays (In-vitro)

| |
|---------------------|
| Proteasome activity |
|---------------------|

Immunogenicity studies

| | | |
|---------------------------|-----------------|---------------------------------|
| With recombinant proteins | Ex-vivo studies | Serum Neutralisation Test (SNT) |
|---------------------------|-----------------|---------------------------------|

Other Pharmacology studies

| | | |
|---|---|----------------------|
| Cyclophosphamide induced Thrombocytopenia | Cyclophosphamide induced Alopecia Model | Pre-biotic screening |
|---|---|----------------------|

Vaccine Testing – Capability

Test item

| | | | |
|---------------------------|----------------|--------|-----------------|
| Conjugated polysaccharide | Polysaccharide | Toxoid | Live attenuated |
| Recombinant | Subunit | | |

Study

| | | | |
|------------------------------|------------------------|--------------------------|----------------|
| Acute and sub-acute toxicity | Local tolerance | Specific toxicity | Immunogenicity |
| Serum neutralisation test | Safety and persistence | Serum bactericidal assay | |

Regulatory

| | | | | | |
|-----|-----|-----|-----|-----|------------|
| WHO | EMA | FDA | ICH | DBT | Schedule-Y |
|-----|-----|-----|-----|-----|------------|

Analytical

Physico – Chemical analysis (5 Batch Analysis)

| | | | |
|--|--------------------------------|-----------------------|-------------------------------|
| Determination of active ingredient content | UV visible absorption spectrum | Dissociation constant | Density, colour, odour and pH |
|--|--------------------------------|-----------------------|-------------------------------|

Physical state & validation of analytical method

| | | | |
|--------------------|-------------------|---------------------------|-------------|
| Method development | Method validation | Dose formulation analysis | Bioanalysis |
|--------------------|-------------------|---------------------------|-------------|

Residue Studies (Lab analysis)

Analytical test report (ATR)

Container content compatibility (CCC)

Shelf life studies & accelerated storage stability

Pathology

Clinical Pathology

| | | | | |
|---------------------------|----------------------|--------------------|----------------------|----------------|
| Hematology (multispecies) | Coagulation analysis | Clinical chemistry | Electrolyte analysis | Urine analysis |
|---------------------------|----------------------|--------------------|----------------------|----------------|

Histopathology

| | | | |
|---|---|-----------------------------------|---|
| Routine / Specialised Necropsy Procedures | Tissue Processing and slide preparation | Routine (H&E) staining techniques | Special staining techniques (on demand) |
| Microscopic imaging system & analysis | Microscopic evaluation of slides | Peer review (on sponsor's demand) | |

Quality Assurance



VIVO BIO TECH AND ITS TOXICOLOGY STUDIES

In-vitro

In preclinical studies, in-vitro tests are used to determine the safety and effectiveness of a drug before it can be tested on a human being. In-vitro testing is widely popular as they do not cause any harm to the organism the cell is derived from, since the testing takes place outside the body of the animal. It is also cost-efficient and easier to handle. In-vitro testing continues to remain an integral part of preclinical research especially for cancer related research. The efficiency of in-vitro testing has improved due to a switch to three dimensional cell culture (over the two dimensional cell culture). The 3D cell culture has proved to be more successful in capturing the physiologic environment and showing the complex micro environment more accurately. Vivo Bio Tech offers a range of services from in vitro to preclinical development addressing the full-service life cycle within and beyond studies.

In-vivo

In-vivo is the Latin phrase for 'within the living' and refers to preclinical studies that take place within the body (humans and animals). The advantage of in-vivo testing is that it showcases the drug's effect on the body, helping map potential interactions and making accurate predictions of toxicity, safety and efficacy.

Outlook

It is evident that biological and Ribonucleic acid (RNA) therapeutics can take centre stage for treating diseases that spur suddenly and are untreatable with other means of approved medical interventions. To bring these bio therapeutics quickly to the market, high throughput in vitro and in vivo studies are critical for iterative testing regimens in addition to pivotal clinical studies on small to large-scale human subjects.

Disruptive technologies like organ-on-chip are being widely recognised as having the potential to change the efficiency, effectiveness, and costs

of the drug discovery process to obtain insights into human biology that empower clinical research where human trials are not feasible.

In vitro and in vivo studies are fundamental for obtaining insights on responses like safety, efficacy, pharmacokinetics and pharmacodynamics effectively that save valuable time and conduct effective clinical trials with maximum meaningful data output irrespective of the advantages offered by futuristic complementary or alternative methods.

HOW WE HAVE STRENGTHENED OUR HSE COMMITMENT

Overview

A growing number of global manufacturers are recognizing financial and environmental benefits from sustainable business practices. Besides, stringent environmental norms regulating agencies are helping reduce resource depletion, water scarcity, pollution and other harmful impacts.

The result of these realities is a greater emphasis on sustainable operations. This comprises the manufacture of products through economically sound processes that moderate the consumption of energy and natural resources while reducing negative environmental impact, in addition to enhancing employee, community and product safety.

Besides, there is a growing emphasis on aligning business existence with United Nations' 10 principles for manufacturing responsibility and environmental sustainability covering Human Rights, Labour interests, Environment responsibility and Anti-Corruption initiatives.

The management's approach

Vivo Bio Tech's focus lies in consuming fewer resources while growing its business and minimising environment impact. It is the Group's conviction that the most successful, profitable and sustainable companies are ones benchmarked with the most stringent environmental standards.

The company has been progressively growing its business through 'greener' alternatives. It invested in low-carbon technologies that translated into enhanced resource and energy efficiency. The risk mitigation policies were outlined keeping in mind its long-term vision on the one hand and enhanced sustainability-driven prosperity on the

other. The company focused on the reduction of its environmental footprint, planet preservation and moderated resource consumption through a proactive investment in the use of modern technologies, practices, methodologies and standards. Besides, operations are woven around the 4Rs – recycling, replacement, reduction and renewables.

Water management

Vivo Bio Tech focuses on the minimisation of water consumption. The company uses autoclaved water. Water contamination checks take place in the Company's facilities, under which the routine system checks include general observations of the overall system. The chemical and water storage tanks assure a proper functioning of the system. A quality sample is collected to assess the bio burden, free chlorine levels, pseudomonas sp., and coliform organisms. The water consumed is annually evaluated for contaminant analysis.

Temperature and humidity management

At Vivo Bio Tech, individual animal room temperature is controlled through an ambient temperature of 18-26°C. Humidity throughout the building is controlled at 30-70% with the help of a general building thermo-hygrometer.

Cage washing

All animal cages are autoclaved before entering the clean area. The process of washing consists of four stages - Water wash, detergent wash, flushing and rising.

Quality standards

Vivo Bio Tech received ISO 9001:2015 Certification for Quality Management System in 2019.

BOARD OF DIRECTORS

Mr. Sunder Kanaparth

Chairman &
Independent Director

Mr. Sunder has around 25 years of experience in corporate law practice and advisor to various corporate and government companies. He is a practicing advocate in the High Court of Telangana.

Mr. M. Kalyan Ram

Whole Time
Director

Mr. Kalyan has more than 20 years of experience in Accounting, Finance & administration. He holds a post graduate degree in Commerce and post graduate in Business Administration.

Mr. Sri Kalyan Kompella

Whole Time Director & Chief Financial
Officer (CFO)

Mr. Kalyan Kompella has more than 20 years of experience in manufacturing, Project Management, Test facilities and super-speciality hospital design and execution. An accomplished Management graduate who has implemented ISO 9001, IS14001, Lean Manufacturing, Six Sigma, SPC-SQC, Quality Circles, lead the company for AAALAC International, OECD-GLP, CIBRC, CESCO, NABL Accreditation and continued compliance, responsible for corporate partnerships, top and bottom line, year on year growth, addition of new business verticals, customer complaints, study scheduling and overall management of operations and finance of India's premier C.R.O.

Dr. Sankaranarayanan Alangu

Whole Time Director

Dr. Sankaranarayanan is a discovery biologist with more than 35 years of experience in Pharmaceutical R&D. He has a proven track record in establishing drug discovery and development facilities, and implementation of GxP standards/ accreditation for various biotech/pharma facilities. He is an accomplished innovator with more than 30 patents in the field of cardiovascular and endocrine specialties. His scientific contributions have resulted

in over 70 international publications including PNAS. He has also mentored and guided about 20 research theses and presented presenting in about 80 scientific conferences. Prior to joining Vivo Bio Tech, he was associated with various premier companies and academic institutions, which include - Torrent Pharma, GVK Biosciences, PGIMER, BITS, etc.

SCIENTIFIC ADVISOR

Dr. Shivanand Nayak Karopadi

Scientific Advisor

Dr. K S Nayak is one of the pioneers of Peritoneal Dialysis (PD) internationally and Cadaver Kidney Transplantation and well known in the areas of Acute Kidney Injury (AKI), Chronic Kidney Disease Management, Critical Care Nephrology including CRRT, Liver Dialysis (MARS & FPSA; Prometheus: Largest series in India). He was responsible for the Country's first Simultaneous Heart and Kidney Transplantation (SHK). He is also an internationally acknowledged expert in Telemedicine in Dialysis, Reverse 'Medical' Innovation & Medical Tourism. As a member of various Task Forces & Committees, Dr. K. S Nayak has developed Best Practice Guidelines for CKD and Anaemia management. He is the Chief

Co-ordinator of the Asia Pacific Chapter for ISPD and also a Past Councillor of ISPD. He successfully organised the prestigious 2nd Asian Chapter Meeting of the ISPD, Hyderabad in January 2005 and was also the Co-Director of the 3rd Hemodialysis University TM of ISHD at Hyderabad, March 2014. Dr. K. S Nayak has contributed extensively to International Journals such as KI, AJKD, JASN, NDT, Transplantation Proceedings, PDI, Nephrology, American Journal of Gastroenterology, Contributions to Nephrology, Harvard Business Review, etc. He has authored several invited editorials and book chapters and has delivered invited lectures all over the world, including the 'Ronco' meetings

in Vicenza, Italy, International Society of Peritoneal Dialysis (ISPD), World Congress of Nephrology, Annual Dialysis Conference USA, International Society of Hemodialysis (ISHD), the prestigious Salzburg Global Seminar to name a few. The Harvard Business Review Magazine cited and applauded his work at Deccan Hospital and mentioned that it had world-class outcomes. Presently, he is at the forefront of promoting cadaver organ transplants. He is the Convenor of the M.A.R.C.H (Medically Aware and Responsible Citizens of Hyderabad) Transplantation group, which has drawn the organ transplant registry organ sharing guideline for Andhra Pradesh.

Dr. Shivanand Nayak Karopadi*Non-Executive Director*

Dr. K S Nayak is one of the pioneers of Peritoneal Dialysis (PD) internationally and Cadaver Kidney Transplantation and well known in the areas of Acute Kidney Injury (AKI), Chronic Kidney Disease Management, Critical Care Nephrology including CRRT, Liver Dialysis (MARS & FPSA; Prometheus: Largest series in India). He was responsible for the country's first Simultaneous Heart and Kidney Transplantation (SHK). He is also an internationally acknowledged expert in Telemedicine in Dialysis, Reverse 'Medical' Innovation & Medical Tourism.

Mr. Hariharan Ravindran*Non-Executive - Independent Director*

Mr. Hariharan has more than 15 years' experience in the field of accounting, finance and Taxation. He is a practicing Chartered Accountant since 2009.

Mrs. Kunda Kalpana*Non-Executive - Independent Director*

Mrs. Kalpana is a Post Graduate (M. Sc Bio-Technology) from Bangalore University possessing rich experience of over 10 years in fields of Teaching and Scientific Data Research Analysis and Clinical Data Management. She has previously worked as a Senior Lecturer in Bio-Technology Department for Under Graduate and Post Graduate students and also served as Vice President for Clinnova Research Labs (P) Limited.

MANAGEMENT TEAM

Mr. Sri Kalyan Kompella

- B.E, MBA
- Executive Director, Head - Operations & CFO

Mr. Chandrasekhar Patnaik

- B.Com, ACS
- Vice President - Commercial Business Development & Regulatory Affairs

Dr. Atoshi Mukherjee

- M.Sc., Ph.D. (Toxicology)
- Test Facility Management

Dr. Sandeep Pundir

- M.V.Sc, LATG, MBA
- Deputy Test Facility Management

Dr. Anil Gothi

- M.V.Sc
- Principal Scientist - Toxicology

Dr. Pinakin Soni

- M. V.SC, DABT
- Head - Discovery Services

Dr. Salim Tamboli

- M.V.Sc.
- Head - Toxicology

A decorative graphic consisting of several overlapping, wavy, light blue lines that flow across the page from left to right, creating a sense of movement and depth.

STATUTORY REPORTS

CORPORATE INFORMATION

Registered Office:

Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311.
Phone: 040 2331 3288

Corporate Office:

03rd Floor, Ilyas Mohammed Khan Estate,
8-2-672/ 5 & 6, Road No.1, Banjara Hills,
Hyderabad, Telangana – 500034.
Phone : 040 4819 9999
Email: investors@vivobio.com
Website: www.vivobio.com
CIN: L65993TG1987PLC007163

Statutory Auditors:

M/s. P C N & Associates (formerly Chandra Babu Naidu & Co.,)
Chartered Accountants,
Plot No.12, Ground Floor, Software Layout Unit,
Cyberabad, Hyderabad, Telangana – 500081.
Phone: 040 2311 9499

Internal Auditors:

M/s. LVS Prasad Rao & Associates,
Chartered Accountants,
Rep by CA. K.L.V.S Prasad Rao ,
Flat No.304, Santha Lake View, Apartments,
Opp Manasarovar, Heights, Ph-1, Manovikas Nagar,
Tirumalgherry, Secunderabad, Telangana – 500009.

Secretarial Auditor:

G. Vinay Babu,
Company Secretary in Practice,
4-65, Koheda, Hayathnagar, Hyderabad, Telangana – 501511.

Main Bankers:

Canara Bank
IF Branch, Hyderguda, Hyderabad.

R & D Facility:

Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311.

Board of Directors:

Mr. Sunder Kanaparthu

Chairman-Independent Director

Mr. M. Kalyan Ram

Whole Time Director

Dr. Sankaranarayanan Alangudi

Whole Time Director

Mr. Sri Kalyan Kompella (w.e.f. 03.11.2021)

Whole Time Director & Chief Financial Officer

Mr. K. T. V. Kaladhar (upto 03.11.2021)

Whole Time Director and Chief Financial Officer

Mr. Hariharan Ravindran

Non-Executive - Independent Director

Mrs. Kunda Kalpana

Non-Executive - Independent Director

Dr. Shivanand Nayak Karopadi

Non-Executive - Non-Independent Director

Company Secretary & Compliance Officer:

Mr. Karthik Allenkala (upto 11.04.2022)

Company Secretary & Compliance Officer

Ms. Jyotika Aasat (w.e.f. 11.04.2022)

Company Secretary & Compliance Officer

Registrar & Share Transfer Agents

M/s. Aarthi Consultants Private Limited,

1-2-285, Domalguda, Hyderabad, Telangana - 500029.

Phone: 040 2763 8111

Fax: 91-40-2763 2184

Email: info@arthiconsultants.com,

arthiconsultants@gmail.com

Website: www.arthiconsultants.com

VIVO BIO TECH LIMITED

Registered Office: Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District,
Hyderabad, Telangana – 502311

CIN: L65993TG1987PLC007163 Phone No: 040 23313288

Email: investors@vivobio.com Website: www.vivobio.com

NOTICE OF ANNUAL GENERAL MEETING

To the Members of
Vivo Bio Tech Limited

Notice is hereby given that the 35th Annual General Meeting of the Members of the Vivo Bio Tech Limited will be held on Wednesday the 28th day of September, 2022, at 03.00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No.1:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors' thereon and the Report of the Board of Directors and in this regard to consider and if deemed fit, to pass the following Resolution as an **"Ordinary Resolution"**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Directors and Auditors thereon placed before the 35th Annual General Meeting be and are hereby received, considered, approved and adopted".

Item No.2:

To appoint a Director in place of Dr. Sankaranarayanan Alangudi (DIN: 02703392) who retires by rotation, and being eligible, offers himself for re-appointment and in this regard to consider and if deemed fit, to pass the following Resolution as an **"Ordinary Resolution"**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act,

2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sankaranarayanan Alangudi (DIN: 02703392), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No.3:

To appoint M/s. P. Murali & Co, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration, and in this regard, to consider and, if deemed fit, to pass the following Resolution as an **"Ordinary Resolution"**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **M/s. P.Murali & Co, Chartered Accountants, having registration No.007257S** be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting for the financial year 2022-2023 up to 2026-2027, at such remuneration and out-of-pocket expenses and applicable taxes as may be decided by the Board of Directors of the Company".

SPECIAL BUSINESS:

Item No.4:

Shifting of Registered Office of the Company and in this regard, to consider and, if deemed fit, to pass the following Resolution as a **"Special Resolution"**:

“RESOLVED THAT pursuant to the provisions of section 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the consent of the members be and is hereby accorded to shift the registered office of the Company from Survey Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311 to 03rd Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad, Telangana – 500034. with effect from September 28, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolution.”

By Order of the Board
For **Vivo Bio Tech Limited**

Place: Hyderabad
Date: August 30, 2022

Corporate Identification Number (CIN)
L65993TG1987PLC007163

Jyotika Aasat
Company Secretary

Registered Office:

Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311

Tel: 040 23313288

E-mail Id: investors@vivobio.com

Website: www.vivobio.com

NOTES:

1. Pursuant to the General Circular No. 2/2022 dated May 05, 2022 and 19/2021 dated December 08, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with General circulars No's 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular dated May 12, 2020 and January 15, 2021 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of members at a common venue. Hence, in compliance with the said Circulars, the AGM of the Company is being held through VC.
 2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
 3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
 4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
 5. Corporate Members entitled to appoint authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act").
 6. An Explanatory Statement under Section 102(1) of the Act is annexed hereto.
 7. As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment or re-appointment at this AGM is annexed here to.
 8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available electronically for inspection by members during the Annual General Meeting (AGM). Members seeking to inspect such documents can send an email to investors@vivobio.com.
 9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 35th AGM has been uploaded on the website of the Company at www.vivobio.com and on the RTA website <http://aarthiconsultants.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 11. In compliance with MCA General Circular No. 2/2022 dated May 05, 2022 and 19/2021 dated December 08, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with General circulars No's 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April, 08, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular dated May 12, 2020 and January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for Financial year ended March 31, 2022 and Notice of 35th AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 12. **Updation of Email-Address:** Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to Aarthi Consultants Private Limited, the Company's Registrar and Share Transfer Agent (RTA) at info@arthiconsultants.com. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.
- Process for those Shareholders whose Email/Mobile No. are not registered with the Company/Depositories/RTA.**
- **For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at their email id - info@arthiconsultants.com.

- **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
13. **Record Date:** The Register of Members and the Share Transfer Books of the Company will remain closed **from Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive)** for the purpose of 35th Annual General Meeting.
 14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to, Aarthi Consultants Private Limited, RTA for consolidation into a single folio.
 15. **Submission of PAN:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Private Limited (RTA) at investors@vivobio.com or info@aarthiconsultants.com respectively. The forms for updating the same are available at http://www.vivobio.com/kyc_Documents.php. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 16. **Share Transfer permitted only in Demat:** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contract the Depository Participant of their choice.
 17. **Nomination:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
 18. **E-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Vide MCA & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s. Aarthi Consultants Private Limited (RTA) and Central Depository Services (India) Limited (CDSL) for facilitating Virtual AGM & voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. **The instructions for remote e-voting are available in serial number 23 of this notice.**
 19. **E-Voting Period:** Members holding shares either in physical or dematerialized form, as on **cut-off date, i.e. as on Wednesday, September 21, 2022**, may cast their votes electronically. The e-voting period commences **on Saturday, September 24, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on **Wednesday, September 21, 2022**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
 20. **Voting at AGM:** The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM. The instructions for remote e-voting are available **in serial number 24 of this notice.**
 21. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the **cut-off date, i.e. Wednesday, September 21, 2022**, may obtain the login ID and password by sending email to CDSL. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Wednesday, September 21, 2022**, may follow steps mentioned in the Notice under '**Instructions for e-voting**'.
 22. **Scrutinizers Report:** Mr. G. Vinay Babu, Practicing Company Secretary, is appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, www.vivobio.com.

23. Instructions for Remote E-Voting are as under:

- i. The voting period begins on **Saturday, September 24, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 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, i.e. Wednesday, September 21, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021 and the General Circular No. 03/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs ("MCA Circulars"), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as **on Wednesday, September 21, 2022** (End of Day) being

the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the Evoting platform provided by CDSL.

- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

vi. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the 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 the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

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

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

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

ix. Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <VIVO BIO TECH LIMITED> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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 & enter the details as prompted by the system.

x. Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- 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 the email address viz; cs.gvinay@gmail.com with a copy marked to investors@vivobio.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

24. Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during Meeting are as under:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as per the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. **Speaker Registration:** 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 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vivobio.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vivobio.com. These queries will be replied to by the Company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are 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 available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- xi. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- xii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

25. General Information:

- i. The Company's equity shares are Listed at - BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra, India; and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2021 -2022.
- ii. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at Aarthi Consultants Private Limited (Unit: VIVO BIO TECH LIMITED), 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India, Email: info@arthiconsultants.com.
- iii. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2022. Members seeking to inspect such documents can send an email to investors@vivobio.com.
- iv. The Certificate from the Secretarial Auditor of the Company under SEBI (Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders and is also available on the website of the Company at www.vivobio.com.

- v. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the Company is sharing all documents with shareholders in the Electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail.

By Order of the Board
For **Vivo Bio Tech Limited**

Place: Hyderabad
Date: August 30, 2022

Corporate Identification Number (CIN)
L65993TG1987PLC007163

Jyotika Aasat
Company Secretary

Registered Office:
Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311
Tel: 040 23313288
E-mail Id: investors@vivobio.com
Website: www.vivobio.com

ANNEXURE - 1 TO THE NOTICE OF AGM

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the SEBI Regulations, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No's. 3 and 4.

Item No. 3 - To appoint M/s. P. Murali & Co, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration:

M/s. P. Murali & Co, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

M/s. P. Murali & Co have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. P. Murali & Co, have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 read with rules made thereunder. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. P. Murali & Co, Chartered Accountants, having registration No.007257S, as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 35th AGM till the conclusion of the 40th AGM of the Company.

The Board of Directors has approved a remuneration of Rs. 88,500 for conducting the audit for the financial year 2021- 22 to M/s. P C N & Associates, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals.

The remuneration proposed to be paid to the M/s P Murali & Co, Statutory Auditors during their first term would be in line with the existing auditor's remuneration and shall be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. P. Murali & Co (FRN:007257S), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1996. The firm has various branches in various cities in India. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

M/s. P. Murali & Co. is a member of Public Company Accounting Oversight Board (PCOAB), which is a private sector, non-profit corporation created by the Sarbanes- Oxley Act, 2002 to oversee the audits of Public Companies in order to protect investors and to promote the investor protection.

M/s. P. Murali & Co. is a member of M/s. Kreston International Limited, which is a world- wide network of independent accountants and business advisers and it is organized in United Kingdom as a Company, limited by guarantee. At present, it has members in 104 countries. These members have more than 700 offices, over 21,000 professional staff.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Memorandum of Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No. 4 - Shifting of Registered Office of the Company:

The Board of Directors of the Company at their meeting held on August 30, 2022 has decided to shift the registered office of the Company from Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District,Hyderabad, Telangana – 502311 to 03rd Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad,Telangana – 500034 subject to the approval of the members.

Presently, the day-to-day management decisions of the Company and meetings of the Board of Directors are convened at the corporate office at 03rd Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad,Telangana – 500034. Further, majority of the governing statutory offices viz. Income Tax office, Goods and Service Tax (GST) office, Registrar of Companies (ROC) office etc. and the lending Banks of the Company are domiciled in the Hyderabad district of Telangana. The management and legal and compliance department teams have expressed their difficulty in commuting, attending and coordinating with the statutory authorities, banks and administrative department of the Company at Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District,Hyderabad, Telangana – 502311, where the Registered Office of the Company is situated.

Considering the interest of the management, administrative staff and the Shareholders and after a cost benefit analysis, the Board has proposed to shift the registered office of the Company from Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District,Hyderabad, Telangana – 502311 to 03rd Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad,Telangana – 500034.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per the provisions of section 12 and 13 of the Companies Act, 2013, a special resolution is required to be passed if the registered office of the Company is shifted outside the local limits of any city, town or village but within the state.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

Memorandum of Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

By Order of the Board
For **Vivo Bio Tech Limited**

Jyotika Aasat
Company Secretary

Place: Hyderabad
Date: August 30, 2022

Corporate Identification Number (CIN)
L65993TG1987PLC007163

Registered Office:

Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311
Tel: 040 23313288
E-mail Id: investors@vivobio.com
Website: www.vivobio.com

ANNEXURE – 2 TO NOTICE OF AGM

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

| | |
|--|--|
| Name of the Director | Dr. Sankaranarayanan Alangudi |
| Director Identification Number (DIN) | 02703392 |
| Date of Birth & Age | 05/06/1943, 79 Years |
| Nationality | Indian |
| Qualifications | Ph.D., M. Pharm |
| Profile/Expertise in Specific Functional Areas | Dr. Sankaranarayanan is a discovery biologist and scientist with more than 40 years of experience in Pharmaceutical R&D. He has a proven track record in establishing drug discovery and development facilities, and implementation of GxP standards/ accreditation for various biotech/pharma facilities and blend of scientific and management experience. He is an accomplished innovator with more than 30 patents in the field of cardiovascular and endocrine specialties. |
| Relationship between other Directors, Manager and Other KMP's of the Company | He is not related to any Directors, Manager and Other Key Managerial Personnel of the Company. |
| Nature of appointment (Appointment/ re-appointment) | Re-appointment in terms of Section 152(6) of the Companies Act, 2013. |
| Date of Appointment at current designation/ Date of first appointment on the Board | *06/01/2022 |
| Remuneration proposed to be paid | Rs. 1,00,000/- per month |
| Number of Meeting of the Board attended during the financial year (2021-22) | 8/8 |
| Names of listed entities in which the person also holds the directorship in other Companies | NIL |
| Directorships held in other public Companies (Excluding Foreign companies and Section 8 Companies) | NIL |
| Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee) | NIL |
| Number of shares held in the Company | NIL |

*The Shareholders of the Company through Postal Ballot have approved the appointment of Dr. Sankaranarayanan Alangudi, DIN: 02703392 as Whole Time Director designated as CEO & President for a period of 5 years commencing from January 06, 2022 to January 05, 2027.

Prior to January 06, 2022, Dr. Sankaranarayanan Alangudi was serving as a Non-Executive Director on the Board of the Company.

By Order of the Board
For **Vivo Bio Tech Limited**

Place: Hyderabad
Date: August 30, 2022

Jyotika Aasat
Company Secretary

Corporate Identification Number (CIN)
L65993TG1987PLC007163

Registered Office:
Survey # 349/A, Pregnapur Village, Gajwel,
Siddipet District, Hyderabad, Telangana – 502311
Tel: 040 23313288
E-mail Id: investors@vivobio.com
Website: www.vivobio.com

BOARD'S REPORT

Dear members

Your Directors have great pleasure in presenting the 35th Annual Report and the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS:

(Amount in Lakhs)

| Particulars | Consolidated | | Standalone | |
|---|--------------|-----------|------------|-----------|
| | 2021-2022 | 2020-2021 | 2021-2022 | 2020-2021 |
| Total Income | 5148.93 | 5185.38 | 5148.31 | 5185.38 |
| Profit before finance cost, Depreciation & Amortization, Taxation | 1591.21 | 1774.11 | 1590.80 | 1774.31 |
| Less: Finance Cost | 399.33 | 353.00 | 399.33 | 352.99 |
| Depreciation & Amortization Expenses | 744.65 | 559.14 | 744.08 | 559.14 |
| Profit Before Tax | 447.23 | 861.97 | 447.39 | 862.18 |
| Less: Tax Expenses | 227.06 | 293.74 | 227.06 | 293.74 |
| Profit After Tax | 220.16 | 568.23 | 220.33 | 568.44 |

2. STATE OF AFFAIRS/COMPANY'S PERFORMANCE:

REVENUES:

The total income of the Company for the financial year 2021-2022 comprises operating revenues of Rs. 5148.31 Lakhs as against Rs. 5185.38 Lakhs in financial year 2020-2021.

PROFITS:

Profit before Tax (PBT) stood at Rs. 447.39 Lakhs as against Rs. 862.18 Lakhs for the previous year. Profit after Tax (PAT) stood at Rs. 220.33 Lakhs as against Rs. 568.44 Lakhs for the previous year.

3. OUTLOOK:

The financial year 2021-2022 witnessed a decline in revenues. We are planning for the growth momentum across our business segments in financial year 2022-2023. We will continue ramping up our investments in portfolio expansion to secure our future growth.

4. RESERVES AND SURPLUS:

During the year the Company has transferred an amount of Rs. 220.33 Lakhs to Reserves and Surplus.

5. DIVIDEND:

Your directors did not recommend any dividend on shares for the financial year 2021-2022.

6. CONSOLIDATED FINANCIAL RESULTS:

Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, the consolidated financial

statements prepared as per Companies Act, 2013 and applicable Accounting Standards, duly audited forms part of the Annual Report.

As required under the provisions of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, (the Act), a statement showing the salient features of the financial statements of the subsidiaries, associates and joint ventures in form AOC - 1 is enclosed as "ANNEXURE - A" to this Report.

The financial statements of the subsidiary companies will be made available to the members of the Company on request and will also be kept for inspection at the Registered Office of the Company.

7. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:

The Company has the following four (4) Wholly Owned Subsidiaries:

- i. Vivo Bio Labs Private Limited
- ii. Vivo Bio Discovery Services Private Limited
- iii. Surlogic Life Consultancy Private Limited
- iv. Vivo Bio Consulting Services Private Limited (formerly known as Donakanti Consulting Services Private Limited)

No Company ceased to be a Subsidiary of the Company during the year.

The Company does not have any Associates and Joint Ventures companies.

8. PERFORMANCE OF SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:

As per Rule 8 of Company's (Accounts) Rules, 2014, the brief details on the financial performance of subsidiaries, associates and joint venture companies along with their contribution to the overall performance of the Company are given below:

I. VIVO BIO LABS PRIVATE LIMITED (VBLPL):

VBLPL, a wholly owned subsidiary of the Company, earned total revenue of Rs. 0.62 Lakhs for the year ended March 31, 2022 and Profit after Tax was Rs. 0.01 Lakhs.

II. VIVO BIO DISCOVERY SERVICES PRIVATE LIMITED (VBDSPL):

VBDSPL, a wholly owned subsidiary of the Company, had no revenue for the year ended March 31, 2022 and Profit after Tax was Rs. (0.06) Lakhs.

III. SURLOGIC LIFE CONSULTANCY PRIVATE LIMITED (SLCPL):

SLCPL, a wholly owned subsidiary of the Company, had no revenue for the year ended March 31, 2022 and Profit after Tax was Rs. (0.06) Lakhs.

IV. VIVO BIO CONSULTING SERVICES PRIVATE LIMITED (VBCSPL):

VBCSPL, formerly known as Donakanti Consulting Services Private Limited, a wholly owned subsidiary of the Company, had no revenue for the year ended March 31, 2022 and Profit after Tax was Rs. (0.03) Lakhs.

9. MATERIAL SUBSIDIARY:

The Company does not have any material subsidiary as per the thresholds laid down under the Listing Regulations.

The Company has adopted a policy for determining material subsidiary, in line with the requirements of the Listing Regulations. The Policy on Material Subsidiary is available on the website of the Company at <http://www.vivobio.com/policies.php>.

10. BOARD AND COMMITTEES:

i. BOARD OF DIRECTORS:

Your Company is managed and controlled by a Board comprising an optimum blend of Executive and Non-Executive Directors. As on March 31, 2022, the Board of Directors comprises of seven (7) Directors consisting of a three (3) Whole-time Directors and four (4) Non-Executive Directors out of which three (3) are Independent Directors including one (1) Woman Director and one (1) of them is Chairman of the Company. The composition of the Board is in conformity with Regulation 17 of Listing Regulations and the relevant provisions of the Act. The Directors possess requisite qualifications and experience in general corporate management, strategy, finance, engineering, information technology and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

Dr. Shivanand Nayak Karopadi was appointed as an Non-Executive Director of the Company vide resolution passed by the shareholders at the 34th Annual General Meeting held on September 28, 2021.

On the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Kalyan Ram Mangipudi, was re-appointed as Whole Time Director of the Company, for a further period of five (5) years effective from July 29, 2021, vide resolution passed by the shareholders at the 34th Annual General Meeting held on September 28, 2021.

Mr. K.T.V Kaladhar resigned as the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021.

The Board placed on record its appreciation of the significant contribution made and valuable services rendered by Mr. K.T.V Kaladhar, during his tenure.

Mr. Sri Kalyan Kompella was initially appointed as Additional Director – Whole Time & Chief Financial Officer (CFO) of the Company with effect from November 03, 2021 by the Board and subsequently the said appointment of Mr. Sri Kalyan Kompella as Whole Time Director & CFO was approved by the members of the Company vide resolution passed by the shareholders through postal ballot on January 06, 2022.

Dr. Sankaranarayanan Alangudi who was initially appointed as the Non-Executive Director of the Company, was appointed as a Whole Time Director of the Company w.e.f. January 06, 2022, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

ii. RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Dr. Sankaranarayanan Alangudi (DIN: 02703392), Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment.

The brief profile(s) of the director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting are presented in the Annual Report.

iii. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same were taken on record by the Board.

iv. REGISTRATION OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS DATABANK:

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of

Corporate Affairs (IICA).

v. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

On their appointment, Independent directors are familiarized about the Company's operations and business. Interaction with the Business Heads and key executives of the Company is also facilitated. Detailed Presentations on the business of each of the Processes are made to the directors. Direct Meetings with the Chairperson are further facilitated for the new appointee to familiarize about the Company/its businesses and the group practices.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Accordingly, your Company arranged technical sessions to familiarize the Independent Directors, the details of which are disclosed on the website of the Company at <http://www.vivobio.com/policies.php>.

vi. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out evaluation of its own performance, the performance of committees of the Board, namely Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and also the Directors individually. The manner in which the evaluation was carried out and the process adopted has been mentioned out in the Corporate Governance Report.

vii. DIRECTORS' RESPONSIBILITY STATEMENT:

As required pursuant to the provisions of Section 134(3) (c) and 134(5) of the Act, the Directors' Responsibility Statement is enclosed as "ANNEXURE – B" to this Report and forms part of the Report.

viii. BOARD MEETINGS:

During the financial year 2021-2022, eight (8) Board Meetings were held, the details of which are given in the Corporate Governance Report. The further details on the meetings of Board, Committees, composition and the attendance of directors/members, and Meetings of Independent Directors are detailed in the Corporate Governance Report.

ix. COMMITTEES OF THE BOARD:

The details of the constitution of Committees of the board and their meetings thereof are detailed in the Corporate Governance Report.

x. KEY MANAGERIAL PERSONNEL:

The Key Managerial Personnel (KMP) of the Company as on March 31, 2022 are –

- a. Mr. M. Kalyan Ram, Whole Time Director,
- b. Mr. K.T.V. Kaladhar, Whole Time Director & CFO* (upto 03.11.2021)
- c. Mr. Sri Kalyan Kompella, Whole Time Director & CFO** (w.e.f. 03.11.2021)
- d. Dr. Sankaranarayanan Alangudi, Whole Time Director*** (w.e.f. 06.01.2022)
- e. Mr. Karthik Allenkala, Company Secretary.

During the year under review –

*Mr. K.T.V Kaladhar ceased to be the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021 consequent to his resignation.

**Mr. Sri Kalyan Kompella was appointed as the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

***Dr. Sankaranarayanan Alangudi who was initially appointed as the Non-Executive Director of the Company, was appointed as a Whole Time Director of the Company w.e.f. January 06, 2022, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

11. AUDIT AND AUDITORS:

i. STATUTORY AUDITORS AND THEIR REPORT:

M/s. PCN & Associates., Chartered Accountants, (ICAI firm Registration Number : 0160165) were appointed as Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of the Annual General Meeting (AGM) held on September 28, 2017 until the conclusion of AGM of the Company to be held in the year 2022.

The Term of M/s. PCN & Associates., Chartered Accountants, is completing in the ensuing AGM.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

The Audit Committee reviewed various profiles of the audit firms and finalized **M/s. P. Murali & Co as Statutory Auditors** and recommended the same to the Board.

The Board accepted the recommendations of the Audit Committee and proposed the resolution for the appointment of **M/s P. Murali & Co, Chartered Accountants** as Statutory Auditors from the conclusion of 35th Annual General Meeting to be held on September 28, 2022 until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2027.

The Company has received consent letter from the Statutory Auditors and certificate indicating satisfaction of criteria stated in Section 141 of Companies Act, 2013.

ii. SECRETARIAL AUDITOR AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed Mr. G. Vinay Babu, Practising Company Secretary, as Secretarial Auditor to undertake the Secretarial Audit of your Company for the financial year 2021-2022. The Report of the Secretarial Audit is annexed as **"ANNEXURE – C"**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

In terms of Regulation 24A of the Listing Regulations, there is no material unlisted subsidiary incorporated in India. Hence, there is no requirement of a secretarial audit for any of the Company's subsidiaries in India.

iii. COST AUDITOR AND MAINTENANCE OF COST RECORDS:

The maintenance of Cost Records as specified by Central Government under section 148(1) of Companies Act, 2013 is not applicable to the Company and accordingly the Company is not required to appoint a Cost Auditor for the financial year 2021-2022.

iv. INTERNAL AUDITOR:

In terms of Section 138 of the Companies Act, 2013 and the relevant Rules, M/s. LVS Prasad Rao & Associates, Chartered Accountants, Rep by CA. K.L.V.S Prasad Rao, Chartered Accountant, Hyderabad, is the Internal Auditor of the Company. The Internal Auditor directly reports to the Audit Committee.

12. PARTICULARS OF EMPLOYEES:

A statement comprising the names of top 10 employees in terms of remuneration drawn and every persons employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. No employee was in receipt of remuneration more than the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid information will be available for inspection by Members at the Registered Office of the Company, 21 days

before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

13. DISCLOSURE OF REMUNERATION:

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **"ANNEXURE – D"** and forms an integral part of this Report.

14. REMUNERATION POLICY:

On the recommendation of the Nomination and Remuneration Committee, the Board has, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Salient features of the Remuneration Policy are set out in the Corporate Governance Report. The Remuneration Policy is available on the Company's website at <http://www.vivobio.com/policies.php>.

15. DETAILS OF EMPLOYEE STOCK OPTION SCHEME:

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and a certificate issued by the Secretarial Auditor of the Company, pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is available on the website of the Company at www.vivobio.com.

16. GOVERNANCE POLICIES:

At Vivo, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- i. Code of Conduct
- ii. Code of Conduct for Prohibition of Insider Trading
- iii. Whistle Blower Policy
- iv. Code of Conduct for Board of Directors and Officers of Senior Management
- v. Policy for determining materiality for disclosure
- vi. Document Retention and Archival Policy
- vii. Sexual Harassment Policy

The link for accessing the above policies is <http://www.vivobio.com/policies.php>

17. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the

Board is known as “Code of Business Conduct” which forms an Appendix to the Code.

The Code is available on Company's website in the following link: <http://www.vivobio.com/policies.php>.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

18. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code for the financial year.

Pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from April 01, 2019 the Board has formulated a Code of Conduct to regulate, monitor and report trading by insiders and the Board has also adopted a code of practices and procedures for fair disclosure of unpublished price sensitive information.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. Whistle Blower Policy is posted on Company's website in the following link <http://www.vivobio.com/policies.php>.

20. SEXUAL HARASSMENT POLICY:

The Company as required under the provisions of “The Sexual Harassment of women at Workplace (Prohibition, prevention and Redressal) Act, 2013 has framed a policy on Prohibition,

Prevention and Redressal of Sexual Harassment of women at workplace and matters connected therewith or incidental thereto. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy. During the financial year 2021-2022, no incidents of sexual harassment was reported.

21. RISK MANAGEMENT:

Currently, the Company's risk management approach comprises of the following:

- i. Governance of Risk
- ii. Identification of Risk
- iii. Assessment and control of Risk

The risks are being identified by a detailed study. Senior Management are analyzing and working in mitigating them through co-ordination among the various departments.

Your Company puts in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Presentation to the Board of Directors and the Audit Committee is made on risk management. The Board and the Audit Committee provides oversight and review the risk management policy periodically.

22. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies. The Company has a well-defined delegation of power and defined limits for approving revenue as well as capital expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down to ensure adequacy of the control system, adherence to the management instructions and legal compliances.

23. RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Promoter Group, Directors, Senior Management Personnel or their relatives, which could have had a potential conflict with the interests of your Company. Please see the details of the same in form AOC-2 which is enclosed as “ANNEXURE – E”.

Further all Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval for normal Company transactions is also obtained from the

Audit Committee for the related party transactions which are of repetitive in nature as well as for the normal Company transactions which cannot be foreseen and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee.

Your Directors have on the recommendations of the Audit Committee, adopted a policy to regulate transactions between your Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Policy on Related Party Transaction is available on the Company's website at <http://www.vivobio.com/policies.php>.

None of the Directors had any pecuniary relationship or transactions with the Company, except the payments made to them in the form of remuneration, sitting fee and commission.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed under Sub-section (3)(m) of Section 134 of the Act, read with Companies (Accounts) Rules, 2014, are enclosed as "ANNEXURE – F" to this Report and form part thereof.

25. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of section 135 and Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 made thereunder, is not applicable to the Company.

26. EXTRACT OF ANNUAL RETURN:

In accordance with Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return of the Company as on March 31, 2022, is available on the website of the Company at http://www.vivobio.com/annual_returns.php

27. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming a part of this Annual report.

28. BANKS AND FINANCIAL INSTITUTIONS:

Your Company is prompt in making the payment of interest and repayment of loans to the financial institutions / banks. Banks and Financial Institutions continue their unstinted support in all aspects and the Board records its appreciation for the same.

There was no instance of one time settlement with any Bank/ Financial Institution.

29. PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules, 2014 and no amount of principal or interest was outstanding as on the Balance Sheet date.

There was no instance of one time settlement with any Bank or Financial Institution.

30. TRANSFER OF UNCLAIMED DIVIDEND AND CORRESPONDING EQUITY SHARES:

Pursuant to the provisions of Companies Act, 2013, there is no unclaimed dividend amount due and corresponding equity shares for transfer to Investor Education and Protection Fund (IEPF).

31. HEALTH, SAFETY AND ENVIRONMENT:

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and wellbeing of every person.

The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is a part of the Company's DNA.

32. MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns, etc., is provided separately in the Annual Report and forms part of this Directors' Report.

33. BUSINESS RESPONSIBILITY REPORT:

Pursuant to the Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Business Responsibility Report is not applicable to the Company for the financial year 2021-2022.

34. CORPORATE GOVERNANCE REPORT:

A separate report on Corporate Governance is enclosed as "ANNEXURE – G" as a part of the Annual Report along with the certificate from the Statutory Auditor on its compliance.

35. CEO AND CFO CERTIFICATION:

The annual certification given by the Whole Time Director and Chief Financial Officer of the Company is published in this Annual as "ANNEXURE – H".

36. ANNUAL SECRETARIAL COMPLIANCE REPORT:

A Secretarial Compliance Report for the financial year ended March 31, 2022, on compliance of all applicable SEBI Regulations and circulars / guidelines, issued by Mr. G. Vinay Babu, Practicing Company Secretary, was submitted to BSE Limited.

37. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of business of your Company during the year under review.

38. LISTING AT STOCK EXCHANGES:

The equity shares of your Company continue to be listed and traded on the BSE Limited (BSE).

39. SHARE CAPITAL AND CHANGES IN CAPITAL STRUCTURE:**i. AUTHORIZED SHARE CAPITAL:**

During the financial year under review, there Authorized Capital of the Company was increased from Rs. 16 Crores to Rs. 20 Crores consequent to the special resolution passed by the members of the Company in the 34th Annual General Meeting held on September 28, 2021.

ii. PAID-UP SHARE CAPITAL:

The Paid-up Share Capital of the Company increased by Rs. 84,40,000 during the year consequent to the allotment of 8,44,000 equity shares of Rs.10/- each on exercise of 6,55,000 Convertible Warrants of Rs.10/- each issued to promoter group and 1,89,000 equity shares of Rs.10/- each issued to the employees of the Company under ESOP Scheme 2016.

The Paid-up Share Capital of the Company as on March 31, 2022 is Rs. 14,26,35,200 divided into 1,42,63,520 Equity Shares of Rs. 10 each fully paid up.

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|---|----------------------|---------------|----------------------|---------------|
| | Number of Shares | Amount in Rs. | Number of Shares | Amount in Rs. |
| (a) Authorized Share Capital: | | | | |
| Equity Shares of Rs.10/-each | 2,00,00,000 | 20,00,00,000 | 1,60,00,000 | 16,00,00,000 |
| b) Issued, Subscribed and Fully Paid Up Share Capital: | | | | |
| Equity Shares of Rs. 10/- each | 1,42,63,520 | 14,26,35,200 | 1,34,19,520 | 13,41,95,200 |

iii. RECONCILIATION OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD:

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|---|----------------------|---------------------|----------------------|---------------------|
| | Number of Shares | Amount in Rs. | Number of Shares | Amount in Rs. |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year | 1,34,19,520 | 13,41,95,200 | 1,28,87,520 | 12,88,75,200 |
| Add: Issued and Allotted during the year | | | | |
| a. Shares allotted under ESOP Scheme 2016 | 1,89,000 | 18,90,000 | 0 | 0 |
| b. Shares allotted to promoter and promoter group on conversion of warrants | 6,55,000 | 65,50,000 | 5,32,000 | 53,20,000 |
| Total (a+b) | 8,44,000 | 84,40,000 | 5,32,000 | 53,20,000 |
| Less: Shares bought back during the year | 1,42,63,520 | 14,26,35,200 | 1,34,19,520 | 13,41,95,200 |
| Shares outstanding at the end of the year | 1,42,63,520 | 14,26,35,200 | 1,34,19,520 | 13,41,95,200 |

iv. TERMS/RIGHTS AND RESTRICTIONS ATTACHED TO THE EQUITY SHARES:

The Company has only one class of Equity Shares having a face value of Rs.10/-. Each Shareholder is eligible for one vote per every share held.

40. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

41. REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made there under.

42. COMPLIANCE OF SECRETARIAL STANDARDS:

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

43. INSOLVENCY AND BANKRUPTCY CODE:

There are no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

44. OTHER DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of your Company under any scheme save and except ESOS referred to in this Report.

- iii. There were no material changes commitments affecting the financial position of your Company between the end of financial year and the date of this report.

changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

45. CAUTIONARY STATEMENT:

Statements in this Board's Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include Human Resources availability,

46. ACKNOWLEDGMENTS:

Your directors would like to place on record their appreciation of support, co-operation and assistance received from the Company's clients, Central Government and State Government authorities, bankers, shareholders and suppliers. The board wishes to convey its appreciation for hard work, solidarity, cooperation and support put in by the Company's employees at all levels in enabling such growth.

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economic Overview:

The global economy grew an estimated 5.9% in 2021 compared to a de-growth of 3.3% in 2020. This improvement was largely due to increased vaccination roll out the world over and a revival in economic activity based on catch-up consumption.

The global economy was affected by prohibitive shipping freight rates, a shortage of shipping containers and semiconductor chips in 2021, affecting global economic recovery. Inflation was at its highest since 2011, especially in the advanced economies, catalysed by a run up in commodity prices. Some emerging and developing economies were positioned to withdraw policy support to contain inflation even as the economic recovery was still incomplete.

The global economy is projected to grow at a modest 2.6% in 2022 following the Russia-Ukraine crisis. A higher interest rate environment could affect emerging markets and developing economies with large foreign currency borrowings and external financing needs in 2022.

| Regional growth (%) | 2021-22 | 2020-21 |
|-----------------------------------|---------|---------|
| World output | 5.9 | (3.3) |
| Advanced economies | 5.0 | (4.9) |
| Emerging and developing economies | 6.3 | (2.4) |

(Source: IMF, World Bank, UNCTAD)

Indian Economic Overview:

The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 7.3 per cent in 2020-21 to a growth of 8.7 per cent in 2021-22. By the close of 2021-22, India was among the six largest global economies, its economic growth rate was the fastest among major economies (save China), its market size at around 1.40 billion the second most populous in the world and its rural under-consumed population arguably the largest in the world.

Y-o-Y growth of the Indian economy

| | FY19 | FY20 | FY21 | FY22 |
|---------------------|------|------|-------|------|
| Real GDP growth (%) | 6.1 | 4.2 | (7.3) | 8.7 |

The Indian economy was affected by the second wave of the pandemic that affected economic growth towards the fag end of the previous financial year and across the first quarter of the financial year under review. The result is that after a growth of 1.6 per cent in the last quarter of 2020-21, the Indian economy grew 20.1 per cent in the first quarter of FY 2021-22 due to the relatively small economic base during the corresponding period of the previous year.

There were positive features of the Indian economy during the year under review.

Foreign Direct Investments (FDI) in India increased 15 per cent to US\$74.01 billion in 2021 from US\$87 billion in 2020, a validation of global investing confidence in India's growth story. The government approved 100% FDI for insurance intermediaries and increased FDI limit in the insurance sector from 49% to 74% in Union Budget 2021-22.

India surpassed the Rs. 88,000 Crores target set for asset monetisation in 2021-22, raising over Rs 97,000 crore with roads, power, coal, mining and minerals accounting for a large chunk of the transactions.

The Indian government launched a four-year Rs. 6 Lakh Crores asset monetisation plan (roads and highways, pipelines, power transmission lines, telecom towers, railways station re-development, private trains, tracks, goods sheds, dedicated freight corridor, railways stadiums, airports, projects in major ports, coal mining projects, mineral mining blocks, national stadia, redevelopment of colonies and hospitality assets).

Indian Economic Reforms and Budget 2022-23 provisions:

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the 'Amrit Kaal' period of the next 25 years leading to 100 years of independence in 2047. The government is emphasizing the role of PM GatiShakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4% from Rs. 5.54 Lakh Crores to Rs. 7.50 Lakh Crores. The effective capital expenditure for FY23 is seen at Rs. 10.7 Lakh Crores. An outlay of Rs. 5.25 Lakh Crores was made to the Ministry of Defence, which is 13.31% of the total budget outlay. A boost was provided to India's electric vehicle policy 'Scheme for Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicle in India'. An announcement of nearly Rs. 20,000 Crores was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An expansion of 25,000 km was initiated for 2022-23 for the national highways network. To boost the agricultural sector, an allocation of Rs. 2.37 Lakh Crores was made towards the procurement of wheat and paddy under MSP operations. An outlay of Rs. 1.97 Lakh Crores was announce for the Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook:

The Indian economy is projected to grow by 7% in FY23 buoyed by tailwinds of consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, favourable reforms and an efficient roll-out of the vaccine leading to a revival in economic activity.

Global Pharmaceutical Sector Review:

The global pharmaceuticals market expected to grow at a CAGR of 8% to reach \$1700.97 billion in 2025. North America was the largest region in the global pharmaceuticals market, accounting for 46% of the market in 2020. Asia Pacific was the second largest region accounting for 26% of the global pharmaceuticals market. Africa was the smallest region in the global pharmaceuticals market.

Pharmaceutical companies are offering drugs for customized individual treatment for various diseases. Personalized medicine, also referred to as precision medicine, aims to provide medical care according to the patient's individual characteristics and genetic makeup. Precision therapies are increasingly being adopted as firms increasingly let go of the one-size-fits-all model for common medical conditions. The biologics market growth was limited due to a severe shortage of skilled workforce for developing biologics drugs, which require specialized skillsets. These skillsets are limited to some research organizations and medical equipment companies in the USA and Europe.

Clinical trial activity witnessed sustained growth during the pandemic with 5,500 new planned clinical trial starts in 2021, a 14% increase over 2020. Also in 2021, new drug approvals and launches accelerated, with 84 novel active substances launched, double the number five years ago. With a pipeline of more than 6,000 products in active development, up 68% compared to 2016, the speed of pharma R&D is on pace to be sustained.

The composite R&D success rate across all therapy areas declined to 5% in 2021, due to the more challenging clinical development programs being deployed. Emerging biopharma companies are responsible for a record 65% of the molecules in the R&D pipeline, up from less than 50% in 2016. (Source: globenewswire.com, Businesswire.com)

Indian Pharmaceutical Sector Review:

India stood as the third largest pharmaceuticals industry globally by volume and fourteenth by value. The country is the largest provider of generic medicines globally, occupying a 20% share in global supply by volume. India is also the leading vaccine manufacturer globally. India also has the highest number of US-FDA compliant pharma plants outside USA and is home to more than 3,000 pharma companies with a strong network of over 10,500 manufacturing facilities as well as a highly skilled resource pool.

The pharmaceutical industry in India offers 60,000 generic brands across 60 therapeutic categories.

The major segments include generic drugs, OTC medicines, API/bulk drugs, vaccines, contract research & manufacturing, biosimilars and biologics. India is the fourth largest Asian medical devices market after Japan, China and South Korea and among the top 20 global medical devices markets in the world. Indian pharma companies enabled by their price competitiveness and good quality have made a , with 60% of the world's vaccines and 20% of generic medicines coming from India.

The market size of the Indian pharmaceutical industry in 2021-22 stood at US\$ 50 billion. The pharma sector recorded its best-ever exports performance in 2021-22, with a remarkable growth

of almost \$10 billion in 8 years. India's top five pharma export destinations are USA, UK, South Africa, Russia and Nigeria.

Global CRO Segment Review:

The global CRO services market was valued at USD 62.75 billion in 2021. The market is projected to grow from \$73.38 billion in 2022 to \$163.48 billion by 2029, at a CAGR of 12.1% in the forecast period, 2022-2029. The growth in the contract research organization services market is attributed to the growing investment in pharmaceutical research and development, growing clinical trials, high cost of in-house drug development and encouraging pharma-biotech companies to opt for outsourcing. Growth in the drugs and biologics market despite the COVID-19 pandemic, the increasing demand for specialized testing services among end users and the need for novel clinical trial designs for complex cell and gene therapies are also expected to grow market players.

North America is expected to witness the largest CRO industry share during 2022-2029 due to the presence of prominent players in the region and increasing widespread development of drug to name a few. Large pharmaceutical organizations have focused their attention on outsourcing clinical trials which will further fuel the growth of the market during the forecasted period.

Europe is expected to contribute a significant market share on account of the rising incidence of diseases and growing healthcare expenditure. Besides, the market in United States is expected to flourish due to the growing dependencies of pharma companies towards contract research organizations industry for increased efficiency & productivity. The CRO market is being driven by the improving fundamentals of the biopharmaceutical industry. Most biopharma companies are at the tail end of multi-year patent cliffs and are stepping up investments in their late-stage pipelines. This is expected to drive modest growth in biopharma R&D expenditure in the foreseeable future.

The global biologics (biopharmaceutical drugs) market is expected to grow to \$428 billion by 2022 at an annual rate of about 13.5%. This rapid growth in the biologics market is expected to accelerate the development of biologics. Biopharmaceutical sponsors are expected to increase their outsourcing activities, supporting the growth of the CRO market.

(Source: The Business Research Company, Fortune Business Insights, Markets and Markets)

Indian CRO Segment Review:

The Indian CRO (Contract Research Organisation) market has grown at a CAGR of 5.51% and is valued at USD 956.8 million in 2020. The market is further expected to grow at a CAGR of 10.75% to reach USD 1,883.0 million by 2027. The factors contributing the growth of the India CRO market are rapidly growing oncology studies field, the booming pharmaceutical industry and efforts from the Indian government. The Indian Council of Medical Research (ICMR) reported that the number of cancer cases among men in India is expected to increase from 6,79,421 in 2020 to 7,63,575 by 2025, propelling oncology trials in the country. Access to large patient pools, growing number of hospitals, availability of experienced human resources and low operational cost on account of cheap human resources are some of the other factors that are expected to drive the market during the forecast period.

The Indian CRO market is segmented into clinical trials, product development, process development, post marketing surveillance, quality monitoring and others on the basis of service type.

Company Overview:

Vivo Bio Tech is a leader and largest supplier of SPF lab animals in India. It is the largest breeder and distributor of rodent models, Cyagen Biosciences, custom rodent models, stem cell products and authorised distributor of Special Diets Services (UK) lab animal diets in India. The Company is the first to start commercial distribution of SPF guinea pigs with breeders sourced from Elm Hill Labs (USA). Vivo Bio Tech uses the best quality SPF breed in-house lab animals in all its preclinical studies. The Company also offers a wide range of preclinical toxicology services for carrying out In-vitro and In-vivo studies, analytical chemistry studies, bio-analytical studies, phys-chem studies in strict compliance with the guidelines prescribed by international agencies. The Company's state-of-the-art preclinical research facility is among the largest in India. The Company has additional satellite facilities located at Pregnapur Village, Siddipet District, Hyderabad, Telangana.

Financial Overview:

Analysis of the Profit and Loss Statement:

Revenues: Revenue from operations reported a 0.7% decrease from Rs. 5,178 Lakhs. in FY 2020-21 to reach Rs. 5,139 Lakhs in FY 2021-22. Other income of the Company reported a 24.9% growth and accounted for a 0.2 % share of the Company's revenues, reflecting the Company's dependence on its core business operations.

Expenses: Total expenses increased by 4.3% from Rs. 3,411 Lakhs in FY 2020-21 to Rs. 3,558 Lakhs. Though administrative expenditure fell by Rs. 362 Lakhs, material and employee cost together increased by Rs. 508 Lakhs, resulting in a net increase in total expenditure of Rs. 146 Lakhs. Raw material costs, accounting for a 22.2% share of the Company's revenues increased by 58.7% from Rs. 721 Lakhs in FY 2020-21 to Rs. 1,144 Lakhs in FY 2021-22 due to increase in imported material cost and holding period of the experimental animals, leading to increase in consumption of feed, which is imported. Employees expenses accounting for a 18.3 % share of the Company's revenues increased by 9.9% from Rs. 857 Lakhs in FY 2020-21 to Rs. 942 Lakhs in FY 2021-22.

Analysis of the Balance Sheet:

Sources of funds:

The capital employed by the Company increased 54.3% from Rs. 7,348 Lakhs as on March 31, 2021 to Rs. 11,338 Lakhs as on March 31, 2022 owing to increased accruals and borrowings to fund a growing business and acquisition of the facility through which Vivo Bio carries out its business operations, which was previously leased. Return on capital employed, a measurement of returns derived from every rupee invested in the business decreased by 941 basis points from 18.6% in FY 2020-21 to 9.2% in FY 2021-22 due to slight fall in EBIT during the year and increase in debt of Rs. 2,500 Lakhs towards the last week of March 2022 which was borrowed to acquire 12 acres of land and building with 117,197 sq ft of built-up space at Pregnapur, Telangana through which Vivo Bio carries out its operations (2.50 acres of land and the building was previously leased by Vivo Bio).

Networth and details of any change in Return on Networth as compared to the immediately preceding financial year:

The net worth of the Company increased by 8.0% from Rs. 4,253 Lakhs as on March 31, 2021 to Rs. 4,595 Lakhs as on March 31, 2022 due to increase in accruals during the year. The Company's equity share capital, comprising 1,42,63,520 equity shares of Rs 10 each, increased by 8,44,000 equity shares of Rs. 10 each during the year under review.

The total debt of the Company increased by 117.8 % to Rs. 6,744 Lakhs as on March 31, 2022 due to drawal of Rs. 900 Lakhs loan in November 2021 sanctioned for capital expansion earlier and borrowings of Rs. 2,500 Lakhs in March 2022 for acquisition of property through which Vivo Bio carries out its operations. The debt-equity ratio of the Company stood at 1.47 in FY 2021-22 compared to 0.73 in FY 2020-21. Finance costs of the Company increased by 13.1% from Rs. 353 Lakhs in FY 2020-21 to Rs. 399 Lakhs in FY 2021-22 due to increase in borrowings towards the end of the year.

Applications of funds:

Fixed assets (net) of the Company increased by 83.4% from Rs. 5,237 Lakhs as on March 31, 2021 to Rs. 9,604 Lakhs as on March 31, 2022 due to the acquisition of 12 acres of land and building with 117,197 sft of built-up space at Pregnapur, Telangana through which Vivo Bio carries out its operations (2.50 acres of land and the building was previously leased by Vivo Bio). Depreciation on tangible assets increased by 31.6% from Rs. 559 Lakhs in FY 2020-21 to Rs. 736 Lakhs in FY 2021-22 due to increase in fixed assets.

Investments:

The Company had not made any Non-current investments on March 31, 2021 or on March 31, 2022.

Working Capital Management:

Current assets of the Company decreased by 3.9% from Rs. 2,709 Lakhs as on March 31, 2021 to Rs. 2,603 Lakhs as on March 31, 2022. The current and quick ratios of the Company stood at 1.07 and 0.67, respectively at the close of FY 2021-22 compared to 1.24 and 0.63, respectively at the close of FY 2020-21.

Inventories including raw materials, work-in-progress and finished goods among others decreased by 26.1% from Rs. 1,328 Lakhs as on March 31, 2021 to Rs. 981 Lakhs as on March 31, 2022.

Trade receivables increased from Rs. 729 Lakhs as on March 31, 2021 to Rs. 1,202 Lakhs as on March 31, 2022, an increase of 64.9%. The debtors' turnover cycle increased to 85 days of turnover equivalent in FY 2021-22 compared to 51 days in FY 2020-21.

Cash and bank balances of the Company increased by 47.4% from Rs. 116 Lakhs as on March 31, 2021 to Rs. 171 Lakhs as on March 31, 2022. Short-term loans and advances made by the Company decreased by 66.6 % from Rs. 476 Lakhs as on March 31, 2021 to Rs. 159 Lakhs on March 31, 2022.

Margins:

The EBIDTA margin of the Company improved by 330 basis points from 34.3% in FY 2020-21 to 30.9% in FY 2021-22 while the net profit margin of the Company decreased by 669 basis points from 10.97% in FY 2020-21 to 4.28% in FY 2021-22.

Key Ratios:

| Particulars | FY2020-21 | FY2021-22 |
|-----------------------------|-----------|-----------|
| EBIDTA/Turnover (%) | 34.2 | 30.9 |
| EBIDTA/Net interest ratio | 5.03 | 3.98 |
| Debt-equity ratio | 0.73 | 1.47 |
| Return on equity (%) | 15.0 | 4.9 |
| Inventory turnover ratio | 0.60 | 0.99 |
| Book value per share (Rs) | 31.69 | 32.21 |
| Earnings per share (Rs) | 4.23 | 1.54 |
| Debtors' turnover (days) | 51 | 85 |
| Interest coverage ratio (x) | 5.03 | 3.98 |
| Current ratio (x) | 1.24 | 1.07 |
| Operating profit margin (%) | 23.4 | 16.6 |
| Net profit margin (%) | 10.9 | 4.3 |

Opportunities and Threats:

The Clinical Research Organisation market is pegged at USD 21 billion in 2021 and is expected to grow at a CAGR of 6% to reach USD 28 billion by 2026. The industry is fragmented as the participants in the industry include functional service providers from small companies concentrating on one capability to integrated service providers that provides an end-to-end platform of services from early-stage drug discovery to early development services.

The Company is well-placed to gain from the market opportunities backed by its continued focus on driving integrated drug discovery solutions and investments in superior technologies and platforms. The Company's continued investments to develop an advanced laboratory have supported further growth. The Company will concentrate on catering the requirements of its long-term strategic partners through investment in new capabilities and constant service improvements provide within these collaborations.

The Company periodically assesses its key risk areas. The Company's leadership team determines the nature and extent of significant risks and identifies corresponding mitigation and response plans. The principal risks identified are as follows:

- Ensuring business continuity
- Workforce health and safety
- Product quality and efficacy
- Supply chain disruptions and growing input costs
- Price-erosion and competition in the regulated markets
- Cyber-security and data privacy regulations
- Environment, Health and Safety (EHS) risks
- Regulatory and compliance management

Risks & Concerns:

The biotechnology industry involves high risk components as an ample amount of capital is invested on the research and development of new products. Although, the product may or may not be developed even after the completion of the process. Even after the new product is developed, there is no certainty

regarding revenue generation or profitable operations. Various factors such as competition, patent protection and the regulatory environment can hamper a product's profitability potential.

Internal Control Systems and their Adequacy:

The Company's internal audit system has been constantly assessed and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are promptly addressed. The Audit Committee reviews reports presented by the internal auditors on a timely basis. The Committee makes note of the audit observations and takes corrective actions, if required. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

Human Resources:

The Company employed 162 officers and workmen as on March 31, 2022. Growth in the value of human capital through the improvement in individual and collective competencies has helped the Company stay aligned with market trends and requirements. The Company developed programs and projects related to skill development and upgradation of employee competence. Programmes of knowledge sharing were conducted; employees were sent to external programs to enhance their perspective of emerging standards. A number of innovative ideas received from employees were implemented, resulting in enhanced quality, cost optimisation and productivity.

Cautionary Statement:

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

“ANNEXURE – A”
Form No. AOC – I

STATEMENT SHOWING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART A – SUBSIDIARIES

(Amount in Lakhs)

| S.No | Particulars | Name of the Subsidiary | | | | | | |
|----------|---|---------------------------|---------------------|---|-------------------------------|----------------------|---|------------|
| | | Vivo Labs Private Limited | Bio Private Limited | Vivo Bio Discovery Services Private Limited | Surlogic Life Private Limited | Life Private Limited | Vivo Bio Consulting Services Private Limited (Formerly Donakanti Consulting Services Private Limited) | |
| a | The date since when subsidiary was acquired | 23-10-2009 | | 23-10-2009 | | 12-02-2016 | | 17-04-2019 |
| b | Reporting period for the subsidiary concerned, if different from the holding Company's reporting period | | NA | | NA | | NA | |
| c | Reporting Currency | | INR | | INR | | INR | |
| d | Financial Information | | | | | | | |
| 1. | Share Capital | | 1.00 | | 1.00 | | 1.00 | |
| 2. | Reserves & Surplus | | (0.54) | | (0.58) | | (0.42) | |
| 3. | Total Assets | | 19.42 | | 6.59 | | 37.34 | |
| 4. | Total Liabilities | | 18.96 | | 6.18 | | 36.76 | |
| 5. | Investments | | 0.00 | | 0.00 | | 0.00 | |
| 6. | Turnover | | 0.62 | | 0.00 | | 0.00 | |
| 7. | Profit/Loss before Taxation | | (0.01) | | (0.06) | | (0.06) | |
| 8. | Tax Expense/ (Benefit) | | 0.00 | | 0.00 | | 0.00 | |
| 9. | Profit/Loss after Taxation | | (0.01) | | (0.06) | | (0.06) | |
| 10. | Other Comprehensive Income | | 0.00 | | 0.00 | | 0.00 | |
| 11. | Total Comprehensive Income | | (0.01) | | (0.06) | | (0.06) | |
| 12. | Proposed Dividend | | - | | - | | - | |
| 13. | % of Shareholding | | 100% | | 100% | | 100% | |
| 14. | Contribution to the overall performance of the Company | | - | | - | | - | |

Notes:

- Names of Subsidiaries which are yet to commence operations – Nil
- Names of Subsidiaries which have been liquidated or sold during the financial year - Nil

PART B – ASSOCIATES AND JOINT VENTURES

There are no Associates and Joint Ventures to report.

As per our report of even date

For PCN & Associates

Chartered Accountants

Firm Regs. No. 016016S

UDIN: 22244686AKWWCB2041

For and on behalf of Board of Directors

M. Mohana Saradi

Partner

M.No: 244686

M. Kalyan Ram

Whole Time Director

DIN:02012580

Sri Kalyan Kompella

Whole Time Director & CFO

DIN:03137506

Jyotika Aasat

Company Secretary

M.No: A58136

Place: Hyderabad

Date: May 30, 2022

"ANNEXURE – B"**Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors based on the representations received from the Operating Management, and after due enquiry, confirm that;

- a) In the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed and there have been no material departures therefrom;
- b) The accounting policies mentioned in the Notes to the Standalone Financials Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profits of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- f) Proper systems are in place to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE – C”

SECRETARIAL AUDIT REPORT

For the Financial Year ended MARCH 31, 2022

Form No. MR - 3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
VIVO BIO TECH LIMITED
CIN: L65993TG1987PLC007163
Survey #349/A, Pregnapur Village,
Gajwel, Siddipet District, Hyderabad,
Telangana – 502311.

I, **G. Vinay Babu**, Company Secretary in Practice, have conducted the Secretarial Audit pursuant to section 204 of the Companies Act 2013, on the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIVO BIO TECH LIMITED** having **CIN: L65993TG1987PLC007163** and Registered Office at Survey #349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 5023, (hereinafter referred to as “The Company”) for the financial year ended **March 31, 2022**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2022 (i.e April 01, 2021 to March 31, 2022)**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. There was no External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- vi. Other laws applicable specifically to the Company namely:
 - a. Drugs and Cosmetics Act 1940
 - b. Prevention of Cruelty to Animals Act, 1960
 - c. The Environment (Protection) Act, 1986
2. During the year under review the Company has conducted 8 Board Meetings, 8 Audit Committee Meetings, 7 Nomination and Remuneration Committee Meetings , 5 Stakeholders Relationship Committee Meetings, 1 Independent Director's Meeting, 1 General Meeting and 1 Postal Ballot. I have also

examined compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India on meeting of the Board of Directors and General Meetings

3. I further report that the Compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.
4. The Company has framed various policies and displayed the same on the Company's website i.e., www.vivobio.com.
 - Policy on Preservation of Document
 - Whistle Blower Policy
 - Related Party Transaction Policy
 - Familiarization Programme for Independent Directors
 - Nomination and remuneration Policy
5. I further report that:-
 - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b. Adequate notice of board meeting is given to all the directors along with agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
 - c. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board

were unanimous and no dissenting views have been recorded.

- d. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- e. As per the information and explanation provided by the Management, the Company does not have any Material Unlisted Subsidiary(ies) Incorporated in India pursuant to Regulation 16 (c) and 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period under review.
- f. During the year under report, the Company has not undertaken any event/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. except for the following-
 - Increase in Authorized Share Capital of the Company from Rs. 16 Crores to Rs. 20 Crores;
 - Change in Registered Office of the Company to Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana - 502311, India w.e.f. January 06, 2022.

Place : Hyderabad

Date : August 30, 2022

G. Vinay Babu

Company Secretary in Practice

M.No. 20592, CP. No. 20707

UDIN: A020592D000868967

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this report.

'Annexure to Secretarial Audit Report'

To,

The Members,

VIVO BIO TECH LIMITED

CIN: L65993TG1987PLC007163

Survey #349/A, Pregnapur Village,

Gajwel, Siddipet District, Hyderabad,

Telangana – 502311.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place : Hyderabad

Date : August 30, 2022

G. Vinay Babu

Company Secretary in Practice

M.No. 20592, CP. No. 20707

UDIN: A020592D000868967

“ANNEXURE – D”**STATEMENT OF DISCLOSURE OF REMUNERATION**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| S.No | Requirements | Disclosure | | | | | | | | | | | | | | | | | | | | |
|---|---|---|----------------------|----------------------------|---|-------|--|-------|---|-------|---|----|--|----|---|----|--|----|--|----|-------------------------------------|-----|
| 1 | The ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year. | <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Ratio(In X Times)</th> </tr> </thead> <tbody> <tr> <td>Mr. M. Kalyan Ram Wholetime Director</td> <td>2.1:1</td> </tr> <tr> <td>Mr. K.T.V. Kaladhar* Wholetime Director & CFO</td> <td>1.7:1</td> </tr> <tr> <td>Mr. Sri Kalyan Kompella** Wholetime Director & CFO</td> <td>2.1:1</td> </tr> <tr> <td>Dr. Sankaranarayanan Alangudi*** Wholetime Director</td> <td>NA</td> </tr> </tbody> </table> <p>a. The Median Remuneration of all the employees of the Company was Rs.35,000/-.</p> <p>b. For this purpose sitting fees paid to the Directors has not been considered as remuneration.</p> | Name of the Director | Ratio(In X Times) | Mr. M. Kalyan Ram Wholetime Director | 2.1:1 | Mr. K.T.V. Kaladhar* Wholetime Director & CFO | 1.7:1 | Mr. Sri Kalyan Kompella** Wholetime Director & CFO | 2.1:1 | Dr. Sankaranarayanan Alangudi*** Wholetime Director | NA | | | | | | | | | | |
| Name of the Director | Ratio(In X Times) | | | | | | | | | | | | | | | | | | | | | |
| Mr. M. Kalyan Ram Wholetime Director | 2.1:1 | | | | | | | | | | | | | | | | | | | | | |
| Mr. K.T.V. Kaladhar* Wholetime Director & CFO | 1.7:1 | | | | | | | | | | | | | | | | | | | | | |
| Mr. Sri Kalyan Kompella** Wholetime Director & CFO | 2.1:1 | | | | | | | | | | | | | | | | | | | | | |
| Dr. Sankaranarayanan Alangudi*** Wholetime Director | NA | | | | | | | | | | | | | | | | | | | | | |
| 2 | The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year | <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>% increase in Remuneration</th> </tr> </thead> <tbody> <tr> <td>Mr. M. Kalyan Ram Wholetime Director</td> <td>Nil</td> </tr> <tr> <td>Mr. K.T.V. Kaladhar* Wholetime Director & CFO</td> <td>Nil</td> </tr> <tr> <td>Mr. Sri Kalyan Kompella** Wholetime Director & CFO</td> <td>NA</td> </tr> <tr> <td>Dr. Sankaranarayanan Alangudi*** Wholetime Director</td> <td>NA</td> </tr> <tr> <td>Mrs. Kunda Kalpana Independent Director</td> <td>NA</td> </tr> <tr> <td>Mr. Hariharan Ravindran Independent Director</td> <td>NA</td> </tr> <tr> <td>Mr. Sunder Kanaparth Independent Director</td> <td>NA</td> </tr> <tr> <td>Dr. Shivanand Nayak Karopadi Non-Executive Director</td> <td>NA</td> </tr> <tr> <td>Mr. A. Karthik Company Secretary</td> <td>13%</td> </tr> </tbody> </table> | Name of the Director | % increase in Remuneration | Mr. M. Kalyan Ram Wholetime Director | Nil | Mr. K.T.V. Kaladhar* Wholetime Director & CFO | Nil | Mr. Sri Kalyan Kompella** Wholetime Director & CFO | NA | Dr. Sankaranarayanan Alangudi*** Wholetime Director | NA | Mrs. Kunda Kalpana Independent Director | NA | Mr. Hariharan Ravindran Independent Director | NA | Mr. Sunder Kanaparth Independent Director | NA | Dr. Shivanand Nayak Karopadi Non-Executive Director | NA | Mr. A. Karthik Company Secretary | 13% |
| Name of the Director | % increase in Remuneration | | | | | | | | | | | | | | | | | | | | | |
| Mr. M. Kalyan Ram Wholetime Director | Nil | | | | | | | | | | | | | | | | | | | | | |
| Mr. K.T.V. Kaladhar* Wholetime Director & CFO | Nil | | | | | | | | | | | | | | | | | | | | | |
| Mr. Sri Kalyan Kompella** Wholetime Director & CFO | NA | | | | | | | | | | | | | | | | | | | | | |
| Dr. Sankaranarayanan Alangudi*** Wholetime Director | NA | | | | | | | | | | | | | | | | | | | | | |
| Mrs. Kunda Kalpana Independent Director | NA | | | | | | | | | | | | | | | | | | | | | |
| Mr. Hariharan Ravindran Independent Director | NA | | | | | | | | | | | | | | | | | | | | | |
| Mr. Sunder Kanaparth Independent Director | NA | | | | | | | | | | | | | | | | | | | | | |
| Dr. Shivanand Nayak Karopadi Non-Executive Director | NA | | | | | | | | | | | | | | | | | | | | | |
| Mr. A. Karthik Company Secretary | 13% | | | | | | | | | | | | | | | | | | | | | |
| 3 | The percentage increase/decrease in the median remuneration of employees in the financial year. | During the financial year 2021-2022, the percentage increase in the median remuneration of employees as compared to previous year was approximately (5.13%). | | | | | | | | | | | | | | | | | | | | |
| 4 | The number of permanent employees on the rolls of Company. | There were 162 employees as on March 31, 2022. | | | | | | | | | | | | | | | | | | | | |
| 5 | The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | Average increase in remuneration is 29% for Employees other than Managerial Personnel. There is no increase in the % remuneration of managerial personnel. | | | | | | | | | | | | | | | | | | | | |
| 6 | Affirmation that the remuneration is as per the remuneration policy of the Company. | Yes, the remuneration is as per the remuneration policy of the Company. | | | | | | | | | | | | | | | | | | | | |

Note: The Non-Executive Director & Independent Directors in the Company does not receive any remuneration from the Company apart from the sitting fees for attending Board and Committee meetings.

- i. *Mr. KTV Kaladhar ceased to be the Wholetime Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021.
- ii. **Mr. Sri Kalyan Kompella was appointed as the Wholetime Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021, vide resolution passed by the shareholders through postal ballot on January 06, 2022.
- iii. ***Dr. Sankaranarayanan Alangudi who was initially appointed as the Non-Executive Director of the Company, was appointed as Wholetime Director of the Company w.e.f. January 06, 2022, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE - E”

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2021-2022.

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship:

| S. No | Name of the Company/Party Name | Relationship |
|-------|---|-------------------------------|
| 1 | VivoBio Discovery Services Private Limited | Wholly owned Subsidiary |
| 2 | VivoBio Labs Private Limited | Wholly owned Subsidiary |
| 3 | Surlogic Life Consultancy Private Limited | Wholly owned Subsidiary |
| 4 | Vivobio Consulting Services Private Limited (Formerly Donakanti Consulting Services Private Limited) | Wholly owned Subsidiary |
| 5 | Virinchi Limited | Common Promoters and Director |
| 6 | Mr. Viswanath Kompella | Promoter Cum Advisor |
| 7 | Mrs. Madhavi Latha Kompella | Promoter Cum Advisor |

(b) Nature of contracts/arrangements/transactions:

- 1) The Company took leased premises from Virinchi Limited and also entered into a software development and consulting services contract with Virinchi Limited for the operations of the Company.
- 2) Contract with Mr. Viswanath Kompella, promoter and a shareholder holding more than 10% shareholding in the Company along with Person Acting in Concert.

The scope of the advisory services to be provided by Mr. Viswanath Kompella shall include advising the Board and the Management with broad strategic aspects of the business, supporting in establishing and enabling relationships with external forums like industry chambers, institutions, government and other agencies on policy matters and in brand and image building of the Company apart from advising the Company's Board on any other areas that the Board/Management may seek his advice.

- 3) Contract with Mrs. Madhavi Latha Kompella, promoter and a shareholder holding more than 10% shareholding in the Company along with Person Acting in Concert.

(c) Duration of the contracts/arrangements/transactions:

- i. Inter-company agreements entered into with subsidiary companies, as amended and ongoing.
- ii. The lease agreement extended for another 11 months. The duration of the contract for the software development and services is for 5 years.
- iii. The appointment of Mr. Viswanath Kompella as "Advisor" is from April 01, 2019 initially for a period of 5 years, renewable by the Board from time to time.
- iv. The appointment of Mrs. Madhavi Latha Kompella, as an "Advisor for Strategy & Business Development" is for a term of five years commencing from October 01, 2021 to September 30, 2026.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

- i. To provide IT Services to the client/customers as per agreement.
- ii. The payment terms of each project as per the intercompany agreements entered with the respective subsidiaries.
- iii. For the lease transaction limit it is Rs. 3 Lakhs per year and the value of the contract for the software development is Rs. 5 Crores.

iv. Monetary Terms with Mr. Viswanath Kompella –

- 1. Payment of Fee/ Remuneration:** Not Exceeding Rs.1,20,00,000/- (Rupees One Crore Twenty lakhs Only) per annum (subject to statutory deductions and exclusive of applicable taxes) which is payable as follows:

Fixed monthly Fee/Remuneration of Rs. 10,00,000/- (Rupees Ten Lacs Only) from 1st September, 2020 for the remaining tenure of 3 years and 7 months.

- 2. Reimbursements:** All the expenses incurred on travelling, boarding, lodging etc. while performing advisory services for and on behalf of the Company shall be reimbursed on actual basis.
- 3. Facilities:** Mr. Viswanath Kompella shall be provided requisite office facilities, chauffeur driven car and communication facilities to effectively discharge his duties.

However during the year under review the Company has paid Rs. 150 Lakhs to Mr. Viswanath Kompella.

v. Monetary Terms with Mrs. Madhavi Latha Kompella –

- 1. Payment of Fee/ Remuneration:** Not Exceeding Rs.1,80,00,000/- (Rupees One Crore Eighty lakhs Only) per annum (subject to statutory deductions and exclusive of applicable taxes) which is payable as follows:

Fixed monthly Fee/Remuneration of Rs. 15,00,000/- (Rupees Fifteen Lacs Only).

- 2. Reimbursements:** All the expenses incurred on travelling, boarding, lodging etc. while performing advisory services for and on behalf of the Company shall be reimbursed on actual basis.

However during the year under review the Company has paid Rs. 90 Lakhs to Mrs. Madhavi Latha Kompella.

Date(s) of approval by the Board, if any: Not applicable as these are at arms' length basis and in the ordinary course of the business.

- i. Lease Agreement: The date of Board Meeting in which the transaction of lease agreement with Virinchi Limited was approved was August 30, 2014.
- ii. Appointment of Mr. Vishwanath Kompella: The Audit Committee in its meeting held on February 12, 2019, had approved the proposal for appointment of Mr. Viswanath Kompella, as an Advisor of the Board/Company and the same has also been discussed and approved by the Board in its meeting held on February 12, 2019 for a period of five years with effect from April 01, 2019.

Further during the year 2020-2021 the Nomination & Remuneration Committee and Audit Committee has recommended and approved the proposal for revision in fee/remuneration paid to Mr. Viswanath Kompella, Promoter, as an Advisor to the Board of the Directors of the Company in terms of section 188 (1) (f) of the Companies Act, 2013 appointment to any office or place of profit in the Company. The Board of Directors in its meetings held on August 28, 2020 discussed and approved the increase of fees/remuneration from 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Rs.10,00,000/- (Rupees Ten Lakhs Only) per month with effect from September 01, 2020 for the remaining tenure of 3 years and 7 months and the same was approved by the members of the Company by passing special resolution in the 33rd AGM held on September 28, 2020.

- iii. Appointment of Mrs. Madhavi Latha Kompella: The Board of Directors on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee in their meeting held on August 28, 2021 had approved the proposal for appointment of Mrs. Madhavi Latha Kompella, as an Advisor for Strategy & Business Development of the Company and the same was approved by the members of the Company by passing special resolution in the 34th AGM held on September 28, 2021.

(e) Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE - F”

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTFLOW

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A) Conservation of Energy:

Company's operations require electrical energy for its use in air conditioning the premises, for power supply to computer systems and lighting which are not energy intensive. However, adequate measures have been taken to reduce energy consumption, wherever possible.

To decrease the carbon footprint, Company transportation is extended to associates from different parts of the city; the occupation is 100% in all the buses on all the working days. Also, to conserve the natural resources, STP plan is installed and the waste water and solid material emitted out, after processing is being used for landscaping. The Company has adopted laudable practices like reducing the carbon foot prints, maximizing the utilization of natural light and reducing the electric light fittings, reduction of size of work station partitions, use of recycled material for the work stations' wood boards, provision of task lights for every work station to minimize the power consumption, central control switch for entire work station and automated water control taps in the rest rooms. As part of energy conservation, LED lighting is being use for the new areas, which are undergoing interior renovation works.

B) Technology Absorption

- i. Efforts made towards technology absorption;
- ii. Benefits derived like product improvement, cost reduction, product development or import substitution;
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

| | | |
|----|---|-----|
| a) | Technology imported | NIL |
| b) | Year of import | NA |
| c) | Whether the technology been fully absorbed | NA |
| d) | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. | NA |

- iv. Technology Absorption, Adaptation and Innovation:
 - Your Company continues to use state-of-the-art technology for improving the productivity and quality of its products and services.
 - To create adequate infrastructure, your Company continues to invest in the latest processes.
 - To support its growth plans, the Company continues to invest in processes that are configured consistently for its core business processes.
- v. The expenditure incurred on Research and Development: Nil

C) Research and Development:

- i. **Specific Areas in which R&D work has been carried out by the Company:**
 - Molecular Biology: Cloning of desired gene in the appropriate vector and also optimization of the expression of desired protein in appropriate host.
 - Fermentation: Optimizing the fermentation process of E.Coli harboring the plasmid containing the gene of interest.
 - Protein Purification: Development of purification techniques for various proteins. This include wide range of chromatographic techniques like ion exchange, reverse phase, hydrophobic interaction column, gel filtration, affinity chromatography etc.
 - Bioassay: in vivo and in vitro activity assay standardization of various proteins.
 - Quality Control :We do the physio-chemical and biochemical/immunological characterization of various proteins.
- ii. **Benefits derived as a result of R&D (Wet Lab) Activities:**
 - Cloning of gene of interest for getting maximum expression of the desired protein from desired host such as E.Coli or yeast.
 - Solving complicated projects such as purification of untagged and low-expressing proteins.

- Purification of enzymes.
- Purification of antibody required in R&D and Quality control lab.
- Bioassay development of different proteins.

iii. Future Plan of Action:

- Research and Development activity for further improvement of quality and yield of desired protein to get cost effective technology, that can minimize the cost incurred to customers.
- Establishment of radioactive lab for providing services in the area of bioassay development, and also for different laboratory experiment.
- Establishment of Mammalian and Pichia cell culture lab for providing specific services associated.

D) Foreign Exchange Earnings and Outgo:

Most of your Company's earnings are from the sale of animals, feed and research services etc. In order to promote product sales and services, your Company participated in various exhibitions and carried product promotion activities.

Details of foreign exchange earnings and outgo during the year as follows:

(Rs. in Lakhs)

| Particulars | Financial Year - 2021-2022 | Financial Year - 2020-2021 |
|---------------------------|----------------------------|----------------------------|
| Foreign Exchange Earnings | 330 | 185 |
| Foreign Exchange Outgo | 494 | 417 |

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE – G”

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), compliance with the requirements of Corporate Governance is set out below:

1. COMPANY’S PHILOSOPHY:

Vivo Bio Tech Limited (“Vivo”/ “the Company”) believes that corporate governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for the effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders. Through its processes and independence of functioning, the Board of Directors of the Company provides effective leadership to the Company and its management for achieving sustained prosperity for all the stakeholders.

The Company is in compliance with the requirements of revised guidelines on Corporate Governance stipulated under SEBI (LODR) Regulations, 2015.

Key elements of corporate governance are transparency, internal controls, risk management, internal and external communications, high standards of safety, health, environment, accounting fidelity and product & service quality. The Board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes/mechanisms to serve this purpose.

The following is a report on the Corporate Governance.

2. BOARD OF DIRECTORS:

The Board of Directors along with its Committees provides leadership and guidance to the Company’s management and supervises the Company’s performance. As at March 31, 2022, the Board of Directors (“Board”) and the Committees of the Board (“Committees”) are detailed under.

2.1 Composition and Size of the Board:

The Company endeavors to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on March 31, 2022, your Company had a total strength of seven (7) Directors on the Board, comprising of three (3) Executive Directors and four (4) Non-Executive Directors. Among the four (4) Non-Executive Directors, three (3) are Independent Directors including one (1) Woman Director and one (1) is a Non-Independent Director. The Chairman of the Board is an Independent Director.

The Independent Directors have been issued formal letter of appointment, and the terms and conditions of their appointment have also been disclosed on the website of the Company. The Independent Directors have given declarations to the Company about their independence to enable the Board for determining its composition as envisaged in Regulation 17 of the Listing Regulations and further confirming compliance as per Section 149 of the Companies Act, 2013 read with the Rules made thereunder.

| S.No | Name of the Director | Designation | Category |
|------|---|---------------------------------|------------------------|
| 1 | Mr. Sunder Kanaparthi | Chairman – Independent Director | Non-Executive Director |
| 2 | Mr. M. Kalyan Ram | Whole Time Director | Executive Director |
| 3 | Mr. K.T.V. Kaladhar* | Whole Time Director & CFO | Executive Director |
| 4 | Mr. Sri Kalyan Kompella [#] | Whole Time Director & CFO | Executive Director |
| 5 | Dr. Sankaranarayanan Alangudi [@] | Whole Time Director | Executive Director |
| 5 | Mr. Hariharan Ravindran | Independent Director | Non-Executive Director |
| 7 | Mrs. Kunda Kalpana | Independent Director | Non-Executive Director |
| 8 | Dr. Shivanand Nayak Karopadi ^{&} | Director | Non-Executive Director |

Note: All the Directors associated with the Company as on the date of the AGM held in 2021, have attended the AGM!

***Mr. K.T.V Kaladhar** resigned as the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021.

[#]**Mr. Sri Kalyan Kompella** was initially appointed as Additional Director – Whole Time Director & Chief Financial Officer (CFO) of the Company with effect from November 03, 2021 by the Board and subsequently the said appointment of Mr. Sri Kalyan Kompella as Whole Time Director & CFO was approved by the members of the Company vide resolution passed by the shareholders through postal ballot on January 06, 2022.

[@]**Dr. Sankaranarayanan Alangudi** who was initially appointed as the Non-Executive Director of the Company,

was appointed as a Whole Time Director of the Company w.e.f. January 06, 2022, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

[&]**Dr. Shivanand Nayak Karopadi** was appointed as an Non-Executive Director of the Company vide resolution passed by the shareholders at the 34th Annual General Meeting held on September 28, 2021.

The Non-Executive Directors bring independent judgment in the Board’s deliberations and decisions. All material information is circulated to the Directors, including the information that is required to be made available to the Directors under Part A of Schedule II of the Listing Regulations.

2.2. Board Meetings and Attendance:

Eight (8) Board Meetings were held during the year. The dates on which the meetings were held are as follows:

| S.No | Date of Meeting | Board Strength | No. of Directors present |
|------|--------------------|----------------|--------------------------|
| 1. | June 29, 2021 | 7 | 7 |
| 2. | August 13, 2021 | 7 | 7 |
| 3. | August 28, 2021 | 7 | 7 |
| 4. | September 27, 2021 | 7 | 7 |
| 5. | November 02, 2021 | 7 | 7 |
| 6. | December 02, 2021 | 7 | 7 |
| 7. | February 02, 2022 | 7 | 7 |
| 8. | February 25, 2022 | 7 | 7 |

2.3. Details of Directorship in other Companies and Membership and Chairmanship in Committees as on March 31, 2022:

The details of number of Directorship, Membership and Chairmanship in Committees of other companies are given below:

| S.No | Name of the Director | Directorships in Other Companies | Committee Membership | Committee |
|------|-------------------------------|----------------------------------|----------------------|-----------|
| 1 | Mr. Sunder Kanaparthu | 6 | 4 | 4 |
| 2 | Mr. M. Kalyan Ram | 7 | 2 | - |
| 3 | Mr. Sri Kalyan Kompella | 11 | 2 | - |
| 4 | Dr. Sankaranarayanan Alangudi | 3 | - | - |
| 5 | Mr. Hariharan Ravindran | - | - | - |
| 6 | Mrs. Kunda Kalpana | 2 | 4 | - |
| 7 | Dr. Shivanand Nayak Karopadi | 1 | - | - |

Note: The Directorships in other companies includes both private and public companies.

The Directorships do not include alternate directorships and directorships of foreign companies, and section 8 companies.

In accordance with SEBI (LODR) Regulations, 2015, memberships/chairmanships of only the Audit Committee and Shareholders/ Investors Grievance Committees of all Public Limited Companies (including Vivo Bio Tech Limited) have been considered.

The number of total directorships (other directorships) is in accordance with Section 165 of the Companies Act, 2013.

2.4. Details of Directorship in other Listed entities as on March 31, 2022:

| S.No | Name of the Director | No. of Directorships | Name of Listed Entity & Category of Directorship |
|------|-------------------------------|----------------------|--|
| 1 | Mr. Sunder Kanaparthu | 1 | Virinchi Limited - Independent Director |
| 2 | Mr. M. Kalyan Ram | - | - |
| 3 | Mr. Sri Kalyan Kompella | 1 | Virinchi Limited - Non-Executive Director |
| 4 | Dr. Sankaranarayanan Alangudi | - | - |
| 5 | Mr. Hariharan Ravindran | - | - |
| 6 | Mrs. Kunda Kalpana | 2 | a. Virinchi Limited - Independent Director b. Kellton Tech Solutions Limited - Independent Director |
| 7 | Dr. Shivanand Nayak Karopadi | - | - |

2.5. Disclosure of relationship between Directors inter-se:

None of the other Directors of the Company are, inter-se, related to each other.

2.6. Separate Meeting of Independent Directors:

A Meeting of the Independent Directors chaired by Mr. Sunder Kanaparthu Bose was held on March 28, 2022 which was attended by all the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company. The Board was briefed on the deliberations made at the Independent Directors Meeting. There was no resignation of any Independent Director during the financial year.

2.7. Board Familiarization:

Non-Executive Directors who are inducted on the Board are given an orientation about the Company, its operations, services and details of subsidiaries, board procedures and processes and major risks and risk management strategies. The Company ensures that directors are inducted through a familiarization process comprising, inter alia, their roles and responsibilities.

Newly inducted directors spend approximately a week at the time of their induction and interact with the Chairman, Whole Time Directors & CFO, CEO, and other members of the senior management. They interact with the heads of all business units and other functional heads. They are provided a walk through among some of the centres of excellence and given a detailed understanding of the business and its

operations. Directors are regularly updated on changes in policies and programmes, laws and the general business environment. Details of the familiarization programme for Non-Executive Directors and their letter of appointment are published on the website of the Company.

The details of the Familiarization Program imparted to Independent Directors of the Company are available on website of the Company at <http://vivobio.com/pdf/familiarisation-programme.pdf>.

2.8. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of participation in the meetings and contribution, independence of judgments safeguarding the interest of the Company and other stakeholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. During such evaluation, the Director whose performance was evaluated was not present at the meeting. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The Company has received the requisite declarations from its Independent Directors confirming that they meet the criteria of independence prescribed both under the Companies Act, 2013 and the Listing Regulations. In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the Management.

The necessary disclosures regarding committee positions have been made by the directors. All Independent Directors have provided an affirmation of their independence as required under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

2.9. List of core skills/ expertise/ competencies identified by the Board as required in the context of its business(es) and sector(s) for an efficient functioning and those actually available with the Board:

The Board comprises highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the board and its committees.

The following skills/expertise /competencies have been identified for the effective functioning of the Company and are currently available with the Board.

- Industry Knowledge & experience
- Corporate Finance, Taxation
- Strategic Planning
- Legal & Risk Management
- Corporate Restructuring & Corporate Governance
- Global Business
- Leadership/operational experience.

| Board of Directors | Industry Knowledge & Experience | Corporate Finance, Taxation | Strategic Planning | Legal & Risk Management | Corporate Re-structuring & Corporate Governance | Global Business | Leadership/ Operational Experience |
|--------------------------------|---------------------------------|-----------------------------|--------------------|-------------------------|---|-----------------|------------------------------------|
| Mr. Sunder Kanaparthi | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. M. Kalyan Ram | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. K.T.V. Kaladhar* | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Sri Kalyan Kompella** | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Sankara Narayanan Alangudi | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Hariharan Ravindran | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mrs. Kunda Kalpana | ✓ | ✓ | ✓ | - | ✓ | - | ✓ |
| Dr. Shivanand Nayak Karopadi | ✓ | - | ✓ | ✓ | - | ✓ | ✓ |

*Mr. K.T.V Kaladhar resigned as the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021.

**Mr. Sri Kalyan Kompella was appointed as Whole Time Director & CFO of the Company w.e.f. November 03, 2021.

2.10. Number of Shares and convertible instruments held by Non-Executive Directors:

The number of equity shares and convertible instruments of the Company held by Non-Executive Directors as on March 31, 2022 are as follows:

| S.No | Name of the Director | No of Equity Shares |
|------|--------------------------------|---------------------|
| 1 | Mr. Sunder Kanaparth | Nil |
| 2 | Dr. Sankaranarayanan Alangudi* | Nil |
| 3 | Mr. Hariharan Ravindran | Nil |
| 4 | Mrs. Kunda Kalpana | Nil |
| 5 | Dr. Shivanand Nayak Karopadi | Nil |

* Dr. Sankaranarayanan Alangudi* was a Non-Executive Director upto January 05, 2022.

3. AUDIT COMMITTEE:**3.1. Brief description of Terms of Reference:**

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The constitution of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The primary responsibilities of the Audit Committee are-

- ◆ Financial reporting process
- ◆ Draft financial statements and auditor's report (before submission to the Board) Accounting policies and practices
- ◆ Internal controls and internal audit systems
- ◆ Risk management policies and practices
- ◆ Internal audit reports and adequacy of internal audit function.

- ◆ Oversee the Vigil Mechanism
- ◆ Oversee the implementation of Prohibition of insider trading Regulations

The role of the Audit Committee includes recommending the appointment and removal of the auditors, discussion of the audit, plan and fixation of audit fee and also approval of payment of fees for any other services.

In addition to the above, the role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors of the Company.

3.2. Composition, Meetings and Attendance:

The Audit Committee as at the end of the year March 31, 2022 consisted of 3 (three) Directors of which 2 (two) are Non-Executive Directors being Independent Directors and one Whole Time Director. The Chairperson of the Audit Committee is an Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

During the year, the Committee had 8 (eight) meetings on May 06, 2021, June 29, 2021, August 13, 2021, August 28, 2021, November 02, 2021, December 02, 2021, February 02, 2022 and February 25, 2022.

Details of attendance of the Members at such meetings are given as follows:

| Name | Designation | Category of Directorship | Attendance |
|----------------------|-------------|--------------------------------------|------------|
| Mr. Sunder Kanaparth | Chairman | Non-Executive & Independent Director | 8 |
| Mrs. Kunda Kalpana | Member | Non-Executive & Independent Director | 8 |
| Mr. M. Kalyan Ram | Member | Executive Director | 8 |

The Company Secretary is the Secretary of the Committee. The Meetings of Audit Committee were also attended by the representatives of Statutory Auditor as Invitees. The Un-audited financial results for each quarter are recommended by the Audit Committee before passed on to the Board of Directors for approval and adoption.

The Chairman of the Audit Committee, Mr. Sunder Kanaparth, was present at the Annual General Meeting of the Company held on September 28, 2021.

4. NOMINATION AND REMUNERATION COMMITTEE:**4.1. Brief description of Terms of Reference:**

The terms of reference of the Nomination and Remuneration Committee are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees

- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOPs, Pension Rights and any Compensation Payment.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.
- Recommend to the board, all remuneration, in whatever form, payable to senior management

In addition to the above, the detailed role of the Nomination and Remuneration Committee and review of information by the Committee is mentioned in the Section A, Part D of Schedule II of SEBI (LODR) Regulations, 2015.

4.2. Composition, Meetings and Attendance:

The Nomination and Remuneration Committee comprises of three (3) Non-Executive Directors being Independent Directors. The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations:

During the year, the Committee had 7 (seven) meetings on May 06, 2021, June 29, 2021, August 13, 2021, August 28, 2021, November 02, 2021, December 02, 2021 and February 02, 2022.

Details of attendance of the Members at such meetings are given as follows:

| Name | Designation | Category of Directorship | Attendance |
|-------------------------|-------------|--------------------------------------|------------|
| Mr. Sunder Kanaparthi | Chairman | Non-Executive & Independent Director | 7 |
| Mrs. Kunda Kalpana | Member | Non-Executive & Independent Director | 7 |
| Mr. Hariharan Ravindran | Member | Non-Executive & Independent Director | 7 |

The Company Secretary is the Secretary of the Committee.

4.3. Remuneration Policy:

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of Selection of Board of Directors and CEO & Managing Director and their remuneration.

This Policy is accordingly derived from the said Charter.

The Nomination & Remuneration Policy of the Company is available on the Company's website <http://www.vivobio.com/policies.php>. Salient features of the policy are given below-

a. Criteria of Selection of Non-Executive Directors:

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors

having expertise in the fields of Bio-Technology, marketing, finance, taxation, law, governance and general management.

- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the criteria of Independence of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - a) Qualification, expertise and experience of the Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

b. Remuneration:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

The criteria of making payments to Non-Executive Directors is available on the Company's website <http://www.vivobio.com/policies.php>.

4.4. Board member Evaluation:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees and Executive / Non-Executive / Independent Directors through a peer evaluation, excluding the director being evaluated.

Independent Directors have three key roles - Governance, Control and Guidance. Some of the performance indicators

based on which the independent directors are evaluated include:

- The ability to contribute to and monitor our corporate governance practice.
- The ability to contribute by introducing international best practices to address business challenges and risks
- Active participation in long term strategic planning

- Commitment to the fulfillment of a director's obligations and fiduciary responsibilities, these include participation in Board and Committee meetings.
- To improve the effectiveness of the Board and its Committees, as well as that of each individual director, a formal and rigorous Board review is internally undertaken on an annual basis.

5. REMUNERATION OF DIRECTORS:

Details of remuneration paid to the Directors during the financial year 2021-22 are as follows:

a. Executive Directors:

| Name | Salary | Benefits (perquisites) | Bonus | Pension | Commission | Total |
|--|----------|------------------------|-------|---------|------------|------------------|
| Mr. M. Kalyan Ram | 8,61,204 | - | - | - | - | 8,61,204 |
| Mr. K.T.V. Kaladhar* | 6,64,370 | - | - | - | - | 6,64,370 |
| Mr. Sri Kalyan Kompella [#] | 3,70,000 | | | | | 3,70,000 |
| Dr. Sankaranarayanan Alangudi [@] | 2,86,667 | | | | | 2,86,667 |
| TOTAL | | | | | | 21,82,241 |

*Mr. K.T.V. Kaladhar resigned as the Whole Time Director & Chief Financial Officer (CFO) of the Company w.e.f. November 03, 2021.

[#]Mr. Sri Kalyan Kompella was initially appointed as Additional Director – Whole Time Director & Chief Financial Officer (CFO) of the Company with effect from November 03, 2021 by the Board and subsequently the said appointment of Mr. Sri Kalyan Kompella as Whole Time Director & CFO was approved by the members of the Company vide resolution passed by the shareholders through postal ballot on January 06, 2022.

[@]Dr. Sankaranarayanan Alangudi who was initially appointed as the Non-Executive Director of the Company, was

appointed as a Whole Time Director of the Company w.e.f. January 06, 2022, vide resolution passed by the shareholders through postal ballot on January 06, 2022.

No directors were granted options under ESOP.

b. Non-Executive Directors:

There were no pecuniary transactions with any Non-Executive Directors of the Company.

Non-Executive Directors are paid sitting fee for attending the Board and Committee meetings. Sitting fee of Rs. 10,000/- is being paid to Non-Executive Directors for attending each meeting of the Board of Directors and Rs. 5,000/- for each meeting of the Committees of Board of Directors.

During the year, the sitting fees paid was as follows:-

| S. No | Name of the Director | Sitting Fees | Shares held as on March 31, 2022 |
|-------|--------------------------------|--------------|----------------------------------|
| 1 | Mr. Sunder Kanaparth | 1,80,000 | Nil |
| 2 | Mr. Hariharan Ravindran | 1,15,000 | Nil |
| 3 | Dr. Sankaranarayanan Alangudi* | 60,000 | Nil |
| 4 | Mrs. Kunda Kalpana | 1,80,000 | Nil |
| 5 | Dr. Shivanand Nayak Karopadi | 80,000 | Nil |

* Dr. Sankaranarayanan Alangudi* was a Non-Executive Director upto January 05, 2022.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

6.1. Brief description of Terms of Reference:

The Board constituted a Stakeholders Relationship Committee which looks into shareholders and investors grievances under the Chairmanship of Mr. Sunder Kanaparth who is an Independent and Non- Executive Director.

The terms of reference of the Committee are as follows:

- The Committee inter alia approves issue of duplicate certificates and oversees and reviews all matters connected with the transfer of securities.
- The Committee looks into shareholders complaints like

transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc.

- The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.
- Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- The Board of Directors has delegated the power

of approving transfer of securities to M/s. Aarhi Consultants Private Limited, Registrar and Share Transfer Agent.

In addition to the above, the detailed role of the Stakeholders Relationship Committee and review of information by Committee is mentioned in the Section B, Part D of Schedule II of SEBI (LODR) Regulations, 2015.

3 (three) Directors of which 2 (two) are Non-Executive Directors being Independent Directors and one Whole Time Director. The Chairperson of the Stakeholders Relationship Committee is an Independent Director. The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

During the year, the Committee had 5 (five) meetings on June 29, 2021, August 13, 2021, August 28, 2021, November 02, 2021, and February 02, 2022.

6.2. Composition, Meetings and Attendance:

The Stakeholders Relationship Committee comprises of

Details of attendance of the Members at such meetings are given as follows:

| Name | Designation | Category of Directorship | Attendance |
|-----------------------|-------------|--------------------------------------|------------|
| Mr. Sunder Kanaparthi | Chairman | Non-Executive & Independent Director | 5 |
| Mrs. Kunda Kalpana | Member | Non-Executive & Independent Director | 5 |
| Mr. M. Kalyan Ram | Member | Executive Director | 5 |

The Company Secretary is the Secretary of the Committee.

6.3. Name & Designation of the Compliance Officer:

Ms. Jyotika Aasat
Company Secretary,
Survey # 349/4, Pregnapur Village, Gajwel, Siddipet District,
Hyderabad, Telangana - 502311.
Email: investors@vivobio.com
Website: www.vivobio.com

In order to facilitate faster redressal of investors' grievances the Company has created an exclusive email ID "investors@vivobio.com". Investors and shareholders may lodge their query/complaints addressed to this email ID which would be attended immediately.

6.4. Number of Shareholders complaints received:

During the financial year ended March 31, 2022, the Company has not received any complaints from the shareholders.

6.5. Number of complaints not resolved to the satisfaction of shareholders:

There are no complaints that have not been resolved to the satisfaction of the shareholders.

7. SUBSIDIARY COMPANIES:

The Company does not have any material unlisted Indian subsidiary in terms of Regulation 24 of the Listing Regulations. The Minutes of the Meetings of Board of Directors of all the subsidiary companies are periodically placed before the Board of Directors of the Company. The Policy on Material Subsidiary is available on the website of the Company at http://vivobio.com/pdf/policy_for_determining_material_subsidiaries.pdf.

8. GENERAL BODY MEETINGS:

8.1. Details of Annual General Meetings (AGM) - Location and time of the last 3 (three) AGM's:

| Financial Year | Date & Time | Venue | No. of Special Resolutions Passed |
|----------------|------------------------|--|-----------------------------------|
| 2020-2021 | 28/09/2021 3.30 P.M | Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company. | 1 |
| 2019-2020 | 28/09/2020 3.30 P.M | Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company. | 4 |
| 2018-2019 | 28/09/2019 1.30 P.M | "8-2-672/5&6, 3 rd Floor, Road No. 1, Banjara Hills, Hyderabad – 500034." | 2 |

8.2. Special resolutions passed in the previous 3 (three) Annual General Meetings (AGM):

| AGM | Special Resolution |
|-----------|---|
| 2020-2021 | Appointment of Mrs. Madhavi Latha Kompella as an Advisor for Strategy & Business Development. |
| | Issue of Convertible Equity Warrants on Preferential basis to Promoters and Promoter Group. |
| | Approval for Related Party Transactions. |
| | Revision in overall borrowing powers of the Company. |
| | Creation of Mortgage/Charge on the assets of the Company. |
| 2018-2019 | Re-Appointment of Mr. Sunder Kanaparthi (DIN: 00914869) as an Independent Director. |
| | Re-Appointment of Mr. Hariharan Ravindran (DIN: 06883959), as an Independent Director. |

8.3. Extraordinary General Meeting (EGM):

During the year the Company has not conducted any EGM's.

8.4. Special resolution passed last year through Postal Ballot – Details of voting pattern and person who conducted the postal ballot exercise:

During the year, the Company approached shareholders through Postal Ballot to pass the following resolutions:

Special Resolutions passed on January 06, 2022:

| Description | No of votes polled | Votes cast in favour | Votes cast against | Invalid/abstain votes |
|---|--------------------|----------------------|--------------------|-----------------------|
| Appointment of Dr. Sankaranarayanan Alangudi as Whole Time Director of the Company for a period of 5 years. | 77,29,805 | 77,29,798 | 07 | Nil |
| Shifting of Registered Office of the Company. | 77,29,805 | 77,29,798 | 07 | Nil |
| Revision in remuneration of Mr. Viswanath Kompella, Advisor of the Company. | 34,67,698 | 34,67,689 | 09 | Nil |
| Approval for Sale of Company's Land. | 77,29,805 | 77,29,774 | 31 | Nil |

Mr. G. Vinay, Company Secretary in Practice was appointed as Scrutinizer for the above postal ballot.

8.5. Procedure for Postal Ballot:

The Postal Ballot will be conducted in accordance with the provisions of Sec 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. <http://www.vivobio.com/policies.php>.

9. OTHER DISCLOSURES:

9.1 Related Party Transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

9.2. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

| S. No | Compliance Requirement | Deviations | Observation/Remarks of the Practicing Company Secretary |
|-------|--|--|---|
| 1 | Regulation 34 of LODR Regulations Non-submission of the Annual Report within the period prescribed under this regulation for the financial year 2017-18. | The Company has not submitted the Annual Report for the financial year 2017-18 to the exchange within the prescribed time and delayed there by 2 days. | As discussed and informed by the management the Company Secretary out of his busy schedule of works missed this inadvertently. The company has paid the amount of Rs.4,000+Taxes to BSE Ltd for this violation. |

9.3. Details of establishment of Vigil Mechanism (Whistle Blower Policy):

The Vigil Mechanism / Whistle Blower Policy provides a platform to the Directors /employees to report, without fear of victimisation, any unethical behaviour, suspected or actual fraud, violation of the code of conduct etc., which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice. The Company affirms that no personnel has been denied access to the Audit Committee.

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. The Vigil Mechanism Policy is available on the website of the Company i.e. <http://www.vivobio.com/policies.php>.

9.4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

9.5. Disclosure of commodity price risks and commodity hedging activities: Not applicable

9.6. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A):

During the year the Company raised Rs.2,21,06,250 (Rupees Two Crores Twenty One Lakhs Six Thousand Two Hundred

and Fifty Only) through the allotment of 6,55,000 equity shares of Rs.10/- at a premium of Rs.35/-. The proceeds of the preferential issue have been utilized towards augmenting the working capital requirements and meeting other business requirements as per the object of the preferential issue.

9.7. Details of recommendations of any Committee that were not accepted by the Board:

There were no instances during the financial year 2021-2022 wherein the Board had not accepted the recommendations made by any Committees of the Board.

9.8. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:

During the year ended March 31, 2022, fees paid to the Statutory Auditors (M/s P C N & Associates) and its network firms are as follows:

| Fees(Including Taxes) | Vivo Bio Tech Limited to Statutory Auditors | Vivo Bio Tech Limited to network firms of Statutory Auditors | Subsidiaries of Vivo Bio Tech Limited to Statutory Auditors and its network firms |
|--|---|--|---|
| Statutory Audit | 88,500 | - | - |
| Certification and other attestation services | - | - | - |
| Non Audit Services | - | - | - |
| Outlays and Taxes | - | - | - |

9.9 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013:

- Number of complaints filed during the financial year: Nil
- Number of complaints disposed of during the financial year: Nil
- Number of complaints pending as on end of the financial year: Nil

9.10. The Company Complied with the requirements of the Schedule V - Corporate Governance report subparas (2)

to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9.11. The status of compliance with discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

- Modified Opinion in Audit Report:** Our Financial Statements are free from any Audit qualifications.
- Reporting of Internal Auditor:** Internal Auditors report directly to the Audit Committee.

9.12. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

| Regulation | Particulars of Regulation | Compliance Status (Yes/No) |
|------------|---|-----------------------------|
| 17 | Board of Directors | Yes |
| 18 | Audit Committee | Yes |
| 19 | Nomination and Remuneration Committee | Yes |
| 20 | Stakeholders Relationship Committee | Yes |
| 21 | Risk Management Committee | NA |
| 22 | Vigil Mechanism | Yes |
| 23 | Related Party Transactions | Yes |
| 24 | Corporate Governance requirements with respect to subsidiary of listed entity | Yes |
| 25 | Obligations with respect to Independent Directors | Yes |
| 26 | Obligation with respect to Directors and senior management | Yes |
| 27 | Other Corporate Governance requirements | Yes |
| 46 | Website | Yes |

9.13. Disclosure with respect to demat suspense account / unclaimed suspense account:

Not Applicable

9.14. Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has instituted a comprehensive code of conduct for prohibition of insider trading in the Company's shares. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

9.15. Code of Conduct:

In compliance with the provisions of the Listing Regulations, the Board has laid down a code of conduct for all Board members and Senior Management of the Company and it is posted on the website of the Company at <http://www.vivobio.com/policies.php>.

All the members of the Board and the Senior Management Personnel and Designated Employees of the Company have affirmed compliance to the code of conduct, as at March 31, 2022.

The declaration from our Whole Time Director with regard to compliance of code of conduct by the Board of Directors and Senior Management is enclosed as **Annexure – G (a)** and forms part of this report.

9.16. A certificate from a Company Secretary in practice that None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority:

The certificate issued by Mr. G. Vinay Babu, Practicing Company Secretary is attached to this report as **Annexure – G (b)**.

9.17. Auditors Certificate on Corporate Governance:

The Company has obtained a certificate from its Statutory Auditor regarding compliance with the provisions relating to corporate governance laid down in Part E of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is attached to this report as **Annexure – G (c)**.

9.18. CEO and CFO Certification:

The Whole Time Director and the Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part-B of schedule II to the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 is published in this Annual Report.

9.19. Compliance with Secretarial Standards:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on

Board Meetings and General Meetings.

The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.vivobio.com/policies.php>.

9.20. Annual Report:

The Annual Report containing, inter alia, Audited Standalone Financial Statement, Consolidated Financial Statement, Boards Report, Auditors' Report, Corporate Governance Report and other important information is circulated to members and others entitled thereto.

9.21. E-Voting:

Pursuant to the requirements of the Companies Act, 2013, and the SEBI Listing Regulations, Company is providing e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at the General Meetings.

9.22. BSE Corporate Compliance & Listing Centre (The 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

9.23. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Dedicated e-mail ID: Investors@vivobio.com

9.24. DISCLOSURES TO STOCK EXCHANGES:

The Company informs BSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members.

10. MEANS OF COMMUNICATION:

We regularly interact with the shareholders through multiple channels of communication - through print media and website of the Company.

- Financials are furnished to BSE within the time specified under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and simultaneously, they are also displayed on the Company's website http://www.vivobio.com/quarterly_result.php.
- All the communication, may it be results or notices etc, by way of News Papers is published in Financial Express (English) and Nava Telangana (Telugu) dailies.
- Event based news releases are posted on our website http://www.vivobio.com/financial_information.php

and also furnished to the Stock Exchange.

- No presentations were made to institutional investors or to the analysts during the financial year under review.
- The Company promptly informs Stock Exchange about all the price sensitive information and all such other matters which in our opinion are material and relevant for the shareholders.
- The Company's website: www.vivobio.com contains separate section for investors where shareholders information is made available.
- Also, the following information is available on the website of the Company i.e. www.vivobio.com;
 - i. Details of business of the Company;
 - ii. Terms and conditions of appointment of Independent Directors;
 - iii. Composition of various Committees of Board of Directors;
 - iv. Code of Conduct for Board of Directors and Senior Management Personnel;
 - v. Details of establishment of vigil mechanism/ Whistle Blower policy;
 - vi. Criteria of making payments to Non-Executive Directors;
 - vii. Policy on dealing with Related Party Transactions;
 - viii. Details of familiarization programs imparted to Independent Directors;
 - ix. Policy for determination of materiality of events.

11. GENERAL SHAREHOLDER INFORMATION:

11.1. Annual General Meeting:

The 35th Annual General Meeting of the Company will be held

11.7. Market Price Data:

The Monthly high and low prices of your Company's share at BSE for the year ended March 31, 2022 are as under:

| Month | Highest (Rs.) | Lowest (Rs.) | Volume of Shares traded |
|-----------------|---------------|--------------|-------------------------|
| April, 2021 | 74.80 | 47.15 | 4,64,954 |
| May, 2021 | 79.00 | 59.00 | 5,89,927 |
| June, 2021 | 115.10 | 65.10 | 10,61,582 |
| July, 2021 | 90.95 | 75.55 | 3,45,643 |
| August, 2021 | 103.85 | 70.10 | 9,95,270 |
| September, 2021 | 103.95 | 74.05 | 4,00,568 |
| October, 2021 | 91.00 | 63.60 | 7,45,081 |
| November, 2021 | 79.50 | 60.35 | 3,86,652 |
| December, 2021 | 70.85 | 60.00 | 2,48,460 |
| January, 2022 | 76.95 | 62.10 | 2,89,518 |
| February, 2022 | 72.50 | 36.45 | 17,39,576 |
| March, 2022 | 43.45 | 38.60 | 3,41,296 |

through Video Conferencing at 03.00 p.m. on Wednesday, September 28, 2022.

11.2. Date of Book Closure: September 22, 2022 to September 28, 2022 (Both days inclusive).

11.3. Financial Year: (2022-2023)

The tentative schedule for considering Financial Results for the financial year 2022-2023 [April 01, 2022 to March 31, 2023] is.

| Quarter Ending | Release of Results |
|--------------------|-----------------------------|
| June 30, 2022 | latest by August 14, 2022 |
| September 30, 2022 | latest by November 14, 2022 |
| December 31, 2022 | latest by February 14, 2023 |
| March 31, 2023 | latest by May 30, 2023 |

11.4. Dividend payment date:

Not Applicable

11.5. Listing on Stock Exchange:

At present, the Equity Shares of the Company are listed on:

BSE Limited (BSE).

Phiroze Jeejebhoy Towers, Dalal Street, Mumbai – 400 001

The Annual Listing fee for the financial year 2022-2023 on equity share capital has been paid to BSE.

The Company has paid custodial fees for the year 2022-2023 to National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] on the basis of number of beneficial accounts maintained by them as on March 31, 2022.

11.6. Stock Code & ISIN:

BSE Scrip Code: 511509

Security Id: VIVBIOT

Series: EQ

International Securities Identification Number (ISIN):

ISIN is a unique identification number of traded scrip. The Company's ISIN for equity shares is INE380K01017

11.8. Share price performance in comparison to broad based indices – BSE:

| Vivo Share Price Vs BSE | | |
|-------------------------|-----------------------|---------------------|
| Particulars | Share price (Closing) | BSE Sensex(Closing) |
| As on April 01, 2021 | 61.65 | 50029.83 |
| As on March 31, 2022 | 39.65 | 58568.51 |
| Change (%) | 64.31% | 17.07% |

11.9. The trading of our securities was never suspended at any point of time during the FY 2021-2022.

11.10. Registrar and Share Transfer Agents:

M/s. Aarthi Consultants Private Limited
(Unit: Vivo Bio Tech Limited)
1-2-285, Domalguda, Hyderabad, Telangana - 500029.
Phone# 040-2763 4445, 2763 8111
Email: info@aarthiconsultants.com

Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Stakeholders' Relationship Committee takes note of the transfers / transmission affected by our Share Transfer Agent and the same is in turn reported to the Board of Directors.

The Company duly submits half-yearly compliance certificate issued by practicing Company Secretary to the Stock Exchange.

Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the transfer of securities is being made only in dematerialized form.

11.11. Share Transfer System:

Transfers / transmission are carried out in accordance with the provisions of Section 56 of the Companies Act, 2013 and

12. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022:

| S. No | Category | Holders | Holders Percentage (%) | Shares | Amount | Amount Percentage (%) |
|--------------|----------------|---------------|------------------------|--------------------|---------------------|-----------------------|
| 1 | 1 - 5000 | 11,538 | 92.64 | 7,81,255 | 78,12,550 | 5.48 |
| 2 | 5001 - 10000 | 407 | 3.27 | 3,13,486 | 31,34,860 | 2.2 |
| 3 | 10001 - 20000 | 254 | 2.04 | 3,76,653 | 37,66,530 | 2.64 |
| 4 | 20001 - 30000 | 83 | 0.67 | 2,13,886 | 21,38,860 | 1.5 |
| 5 | 30001 - 40000 | 35 | 0.28 | 1,20,286 | 12,02,860 | 0.84 |
| 6 | 40001 - 50000 | 27 | 0.22 | 1,25,960 | 12,59,600 | 0.88 |
| 7 | 50001 - 100000 | 62 | 0.5 | 4,47,399 | 44,73,990 | 3.14 |
| 8 | 100001 & Above | 49 | 0.39 | 1,18,84,595 | 11,88,45,950 | 83.32 |
| TOTAL | | 12,455 | 100 | 1,42,63,520 | 14,26,35,200 | 100 |

13. DISTRIBUTION OF SHAREHOLDING ON THE BASIS OF OWNERSHIP AS ON MARCH 31, 2022:

| S. No | Description | No of Shares | % of Total Capital |
|--------------|-------------------------------------|--------------------|--------------------|
| 1 | Promoter/Promoter Group | 56,58,500 | 39.67 |
| 2 | Central Government/State Government | - | - |
| 3 | Banks/ Financial Institutions | - | - |
| 4 | Individuals | 29,46,482 | 20.65 |
| 5 | HUF | - | - |
| 6 | Non-Resident Indians | 4,74,758 | 3.34 |
| 7 | Mutual Funds | - | - |
| 8 | Venture Capital Funds | - | - |
| 9 | Alternate Investment Funds | - | - |
| 10 | Foreign Institutional Investors | - | - |
| 11 | Foreign Portfolio Investors | - | - |
| 12 | Insurance Companies | - | - |
| 13 | Provident Fund/Pension Funds | - | - |
| 14 | NBFC | - | - |
| 15 | Employees Trust | - | - |
| 16 | Clearing Members | 18,468 | 0.13 |
| 17 | Bodies Corporate | 28,30,312 | 19.84 |
| 18 | Overseas Corporate Bodies | 23,35,000 | 16.37 |
| TOTAL | | 1,42,63,520 | 100 |

14. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are available for dematerialization on both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2022, 1,26,44,503 equity shares forming part of 88.65 % of the share capital are in demat form and 16,19,017 equity shares forming 11.35 % of the share capital are in physical form.

| Particulars | No. of Shares | % of Total |
|--------------|--------------------|---------------|
| NSDL | 1,08,54,964 | 76.10 |
| CDSL | 17,89,539 | 12.55 |
| Physical | 16,19,017 | 11.35 |
| TOTAL | 1,42,63,520 | 100.00 |

15. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS/ AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS AS ON THE DATE OF MARCH 31, 2022:

Out of the 18,00,000 convertible warrants, 6,55,000 warrants are converted during the year.

At the end of the year 6,13,000 warrants are pending for conversion/exercise.

16. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISION THERETO:

The Brickwork Ratings assigned the long term rating of BWR BB+ (Outlook: Stable) and short term rating of BWR A4+ for the Bank Loan Facilities of Rs. 36.27 Crores of Vivo Bio Tech Limited.

17. PLANT LOCATIONS:

The Company has R&D Facility at Pregnapur Village and Registered Office at Banjara Hills, Hyderabad. The following are the addresses.

Facilities:

Survey # 349/A, Pregnapur Village, Gajwel , Siddipet District, Hyderabad, Telangana - 502311.

Registered Office:

Survey # 349/A, Pregnapur Village, Gajwel , Siddipet District, Hyderabad, Telangana - 502311.

18. ADDRESS FOR CORRESPONDENCE:

| For queries relating to shares | For queries relating to Financial Statements and other contents of Annual Report |
|--|---|
| M/s. Aarthi Consultants Private Limited | Company Secretary |
| (Unit-Vivo Bio Tech Ltd) | M/s. Vivo Bio Tech Limited |
| 1-2-285, Domalguda, Hyderabad, Telangana - 500029. | Survey # 349/A, Pregnapur Village, Gajwel , Siddipet District, Hyderabad, Telangana - 502311. |
| Phone # 040-27634445 / 27638111 | Phone # 040-23313288 |
| Email : info@aarthicconsultants.com , aarthicconsultants@gmail.com | Email : investors@vivobio.com |

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE - G (a)”
DECLARATION ON CODE OF CONDUCT

To,
The Members,
Vivo Bio Tech Limited

Subject: Declaration under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, hereby declare that all the Directors and Senior Management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended on March 31, 2022 as envisaged in Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: August 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

“ANNEXURE - G (b)”**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34 (3) read with Schedule V Para-C Clause (10) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

VIVO BIO TECH LIMITED

CIN: L65993TG1987PLC007163

Survey #349/A, Pregnapur Village,

Gajwel, Siddipet District, Hyderabad,

Telangana – 502311.

I, **G. Vinay Babu**, Company Secretary in Practice, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **VIVO BIO TECH LIMITED** having **CIN: L65993TG1987PLC007163** and Registered Office at Survey #349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311. (hereinafter referred to as “The Company”) produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) Status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below for the financial year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| S. No | Name of Director | DIN | Date of Appointment |
|-------|-------------------------------|----------|---------------------|
| 1 | Mr. Sunder Kanaparthi | 00914869 | 28.04.2011 |
| 2 | Mr. Kalyan Ram Mangipudi | 02012580 | 26.11.2009 |
| 3 | Dr. Sankaranarayanan Alangudi | 02703392 | 31.07.2009 |
| 4 | Mr. Sri Kalyan Kompella | 03137506 | 03.11.2021 |
| 5 | Dr. Shivanand Nayak Karopadi | 03523002 | 01.04.2021 |
| 6 | Mr. Hariharan Ravindran | 06883959 | 28.05.2014 |
| 7 | Mrs. Kunda Kalpana | 07328517 | 30.06.2020 |

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of, for the appointment/ continuity of, every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Hyderabad

Date : August 30, 2022

G. Vinay Babu

Company Secretary in Practice

M.No. 20592, CP. No. 20707

UDIN: A020592D000869011

“ANNEXURE - G (c)”

INDEPENDENT AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Vivo Bio Tech Limited

1. We, P C N & Associates, Chartered Accountants, the Statutory Auditors of Vivo Bio Tech Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time.

Managements’ Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor’s Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2022.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on Use

9. This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For PCN & Associates
Chartered Accountants
(FRN. 016016S)

Place: Hyderabad
Date: August 30, 2022

K. Gopala Krishna
Partner
M.No. 203605
UDIN: 22203605AQRKEM2686

"ANNEXURE - H"
CEO AND CFO CERTIFICATION

To
The Board of Directors
Vivo Bio Tech Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of M/s. Vivo Bio Tech Limited ("the Company"), to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Statutory Auditor and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Place: Hyderabad
Dated: May 30, 2022

M Kalyan Ram
Whole Time Director
DIN: 02012580

Sri Kalyan Kompella
Whole Time Director & CFO
DIN: 03137506

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S VIVO BIO TECH LIMITED

Report on the Ind AS Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS Standalone Financial Statements of VIVO BIO TECH LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial

statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matter.

Depending on the facts and circumstances of the entity and the Audit, there are no key audit matters to communicate in the Audit Report

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations on its financial position in its standalone financial statements.
 - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- vii. The company has not declared or paid any dividend during the year.

For P C N & Associates.,
Chartered Accountants
FRN: 016016S

M. Mohana Saradhi
Partner

Place: Hyderabad
Date: 30.05.2022.

M.No. 244686
UDIN: 22244686AKWVVO2208

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Annexure referred to in Paragraph 1 of our Independent Auditors Report to the Members of M/s. VIVO BIO TECH LIMITED on the Ind AS Financial Statements for the year ended March 31, 2022, we report that:

i. In respect of the Company's Property, Plant & Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment.

(B) The company has maintained proper records showing full particulars of intangible assets.

(b) As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. a. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed on such verification.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limit in excess of five crore rupees, in aggregate, from its banker on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii. a) According to the information and explanations given to us, the Company has granted unsecured loans to its Wholly owned subsidiaries, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which.

| SI No | Name of the Subsidiary | Aggregate amount during the year (In Lakhs) | Outstanding balance as on 31/03/22 (in Lakhs) |
|-------|-------------------------------------|---|---|
| 1 | Vivobio Consulting Services Pvt Ltd | 5.00 | 101.25 |
| 2 | Surlogic Life Consultancy Pvt Ltd | 5.00 | 34.12 |
| 3 | Vivobio Discovery Pvt Ltd | 5.00 | 6.06 |
| 4 | Vivobio Labs Pvt Ltd | 5.00 | 18.78 |
| | Total | 20.00 | 160.21 |

b. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

c. The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

d. There is no overdue amount remaining outstanding as at the year-end.

e. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties

f. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has provided corporate guarantee or security to M/s Virinchi Health Care Private Limited, which have common promoters of Rs. 88.38 Crores and present out Standing is Rs. 85.23 Crores.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in

- respect of grant of loans, making investments and providing guarantees and securities.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2022 and therefore, the provisions of the clause (v) of the Order are not applicable to the Company.
- vi. The cost records as specified under sec 148(1) of the Companies Act 2013, is not prescribed to the company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues, as applicable, with the appropriate authorities in India
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues in arrears as at March 31, 2022 for a period of more than 6 months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of income tax, Goods and Service Tax and customs duty which have not been deposited with appropriate authorities on account any dispute.
- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company does not have any transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and any other Lenders.
- (b) The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
- (c) The Term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- x. (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans.
- (b) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 42 of the companies Act 2013 in respect of preferential allotment of shares.
- xi. (a) According to the information and explanations given to us, No fraud by the company or on the company has been noticed or reported during the course of our Audit.
- (b) No Report has been filed in form ADT-4 with the Central Government as prescribed under Sub section (12) of Section 143 of the Companies, Act, 2013.
- (c) According to the information and explanations given to us, The Company has not received any Whistle-blower complaints during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting standard (Ind AS) 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.
- xiv. (a). The company has an internal audit system which commensurate with the size and nature of its business.
- (b). We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him.
- xvi. (a) The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.
- (b) The Company has not conducted any Non banking financial or Housing finance activities without a valid certificate of Registration from the Reserve Bank of India as per Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined by the Reserve Bank of India.
- (d) The Company is not part of any Group. Therefore the requirement of Paragraph 3(xvi)(d) is not applicable to the company.

- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, based on our knowledge of the Board of Directors' and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet.
- xx. In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts to be transferred to a fund specified under sec 135 of Companies Act 2013.
- xxi. In our opinion and according to the information and explanations given to us, there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For P C N & Associates.,

Chartered Accountants

FRN: 016016S

M. Mohana Saradhi

Partner

M.No. 244686

UDIN: 22244686AKWVVO2208

Place: Hyderabad

Date: 30.05.2022.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of VIVO BIO TECH LIMITED (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting

included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note

on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P C N & Associates.,

Chartered Accountants

FRN: 016016S

M Mohana Saradhi

Partner

M.No. 244686

Place: Hyderabad

Date: 30.05.2022.

UDIN: 22244686AKWVVO2208

Standalone Balance Sheet As At March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Note No | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------------|---------|------------------|-----------------|
| ASSETS | | | |
| 1) NON CURRENT ASSETS | | | |
| Property, Plant and Equipment | 1 | 7,818.64 | 3,735.03 |
| Capital Work-In-Progress | 1 | 86.64 | 32.49 |
| Intangible Assets | 1 | 1,362.36 | 1,133.62 |
| Financial Assets | | | |
| Non-Current Investments | 2 | 4.00 | 4.00 |
| Other Non-Current assets | 3 | 40.34 | 4.55 |
| 2) CURRENT ASSETS | | | |
| Inventories | 4 | 981.20 | 1,327.73 |
| Financial assets | | | |
| Trade and Other Receivables | 5 | 1,202.43 | 729.30 |
| Cash and Cash Equivalents | 6 | 146.63 | 109.71 |
| Short Term Loans and Advances | 7 | 298.46 | 594.83 |
| Other Current Assets | 8 | 88.92 | 59.49 |
| Total Assets | | 12,029.63 | 7,730.74 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share Capital | 9 | 1,426.35 | 1,341.95 |
| Other Equity | 10 | 3,219.17 | 2,769.59 |
| Money Received Against Share Warrants | | 68.96 | 142.65 |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Long-Term Borrowings | 11 | 4,787.71 | 1,242.31 |
| Long Term Provision | 12 | 55.42 | 47.83 |
| Defferred Tax Liabilities (Net) | 13 | 154.36 | 3.14 |
| (2) Current Liabilities | | | |
| Financial Liabilities | | | |
| Short Term Borrowings | 14 | 1,736.04 | 1,630.71 |
| Trade & Other Liabilities | 15 | 231.61 | 138.83 |
| Short Term Provisions | 16 | 350.01 | 413.73 |
| Total Equity and Liabilities | | 12,029.63 | 7,730.74 |

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report of Even Date
For P C N & Associates
Chartered Accountants
Firm Registration No.0160165

For and on behalf of the Board of Directors of
M/s.Vivo Bio Tech Limited

M. Mohana Saradhi
Partner
M. No. 244686

M.Kalyan Ram
Whole Time Director
DIN: 02012580

K.Sri Kalyan
Whole Time Director & CFO
DIN: 03137506

Place : Hyderabad
Date: 30/05/2022

Jyotika Aasat
Company Secretary
M.No.A58136

Standalone Profit and Loss statement for the Year ended March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Note No | Mar 31, 2022 | Mar 31, 2021 |
|---|---------|-----------------|-----------------|
| Revenue from Operations | 17 | 5,139.10 | 5,177.52 |
| Other Income | 18 | 9.21 | 7.87 |
| Total Income | | 5,148.31 | 5,185.38 |
| Expenses: | | | |
| Purchases | | 797.28 | 990.56 |
| Changes (Increase)/ decrease in Inventories | 19 | 346.52 | -269.86 |
| Employee Benefit Expense | 20 | 942.19 | 856.99 |
| Depreciation and Amortization Expense | 1 | 744.08 | 559.14 |
| Financial Costs | 21 | 399.33 | 352.99 |
| Administrative and Other Operating Expenses | 22 | 1,471.53 | 1,833.38 |
| Total Expenses | | 4,700.92 | 4,323.20 |
| Profit before exceptional items and tax | | 447.39 | 862.18 |
| Exceptional Items | | - | - |
| Priorperiod Items | | - | - |
| Profit Before Tax | | 447.39 | 862.18 |
| Tax expense: | | | |
| (a) Current tax | | 75.85 | 135.76 |
| (b) Deferred tax | | 151.22 | 157.97 |
| Profit/(Loss) for the period | | 220.33 | 568.44 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to P&L Account (Net of Tax) | | - | - |
| Total Other Comprehensive Income | | 220.33 | 568.44 |
| Earning Per Equity Share: | | | |
| (1) Basic | | 1.56 | 4.24 |
| (2) Diluted | | 1.56 | 4.20 |

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report of Even Date

For P C N & Associates

Chartered Accountants

Firm Registration No.016016S

M. Mohana Saradhi

Partner

M. No. 244686

For and on behalf of the Board of Directors of

M/s.Vivo Bio Tech Limited

M.Kalyan Ram

Whole Time Director

DIN: 02012580

K.Sri Kalyan

Whole Time Director & CFO

DIN: 03137506

Jyotika Aasat

Company Secretary

M.No.A58136

Place : Hyderabad

Date: 30/05/2022

Standalone Cash Flow Statement for the Year ended March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|------------------|------------------|
| A. Cash Flow from Operating Activities: | | |
| Net Profit before taxation and extraordinary items | 447.39 | 862.18 |
| Adjustments for: | | |
| Depreciation | 744.08 | 559.14 |
| Interest expenses | 399.33 | 352.99 |
| Operating Profit before Working Capital Changes | 1,590.80 | 1,774.31 |
| Working Capital Changes | | |
| Trade and other receivables Including Inventory | 104.53 | 145.06 |
| Trade and Other payables | 293.21 | 136.87 |
| Cash Generated from Operations | 1,988.53 | 2,056.24 |
| Interest paid | 399.33 | 352.99 |
| Taxation for the year | 227.06 | 293.74 |
| Net Cash Generated from Operating Activities | 1,362.14 | 1,409.51 |
| B. Cash Flow from Investing Activities: | | |
| Purchase of Fixed Assets | -5,110.59 | -2,282.18 |
| Net Cash used in Investing Activities | -5,110.59 | -2,282.18 |
| C. Cash Flow From Financial Activities: | | |
| Proceeds from Equity Shares | 239.96 | 382.05 |
| Net Proceeds from Long Term Borrowings | 3,545.40 | 501.27 |
| Net Cash Generated from Financing Activities | 3,785.36 | 883.32 |
| Net increase in Cash and Cash equivalents | 36.92 | 10.65 |
| Cash and Cash equivalents as at Beginning of the Year | 109.71 | 99.06 |
| Cash and Cash equivalents as at End of the Year | 146.63 | 109.71 |

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report of Even Date
For P C N & Associates
Chartered Accountants
Firm Registration No.016016S

For and on behalf of the Board of Directors of
M/s.Vivo Bio Tech Limited

M. Mohana Saradhi
Partner
M. No. 244686

M.Kalyan Ram
Whole Time Director
DIN: 02012580

K.Sri Kalyan
Whole Time Director & CFO
DIN: 03137506

Place : Hyderabad
Date: 30/05/2022

Jyotika Asat
Company Secretary
M.No.A58136

Standalone statement of Changes in Equity for the year ended March 31, 2022

(Rs. in Lakhs, except Share data and where otherwise stated)

a. Equity Share Capital

| | No. of Shares | Amount |
|-----------------------------|---------------|---------|
| Balance as at 31 March 2021 | 1,34,19,520 | 1341.95 |
| Balance as at 31 March 2022 | 1,42,63,520 | 1426.35 |

b. Other Equity

| Particulars | Reserves and Surplus | | | | Total |
|------------------------|----------------------|------------------|-----------------|-------------------|---------|
| | Securities Premium | General Reserves | Capital Reserve | Retained Earnings | |
| At 1 April 2020 | 865.80 | 10.00 | 292.89 | 846.26 | 2014.95 |
| Additions for the Year | 186.20 | 0.00 | 0.00 | 568.44 | 754.64 |
| As At March 31, 2021 | 1052.00 | 10.00 | 292.89 | 1414.70 | 2769.59 |
| Additions for the Year | 229.25 | 0.00 | 0.00 | 220.33 | 449.58 |
| As At March 31, 2022 | 1281.25 | 10.00 | 292.89 | 1635.03 | 3219.17 |

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report of Even Date

For P C N & Associates

Chartered Accountants

Firm Registration No.016016S

For and on behalf of the Board of Directors of

M/s.Vivo Bio Tech Limited

M. Mohana Saradhi

Partner

M. No. 244686

M.Kalyan Ram

Whole Time Director

DIN: 02012580

K.Sri Kalyan

Whole Time Director & CFO

DIN: 03137506

Place : Hyderabad

Date: 30/05/2022

Jyotika Asat

Company Secretary

M.No.A58136

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

1. Corporate Information :

Vivo Bio Tech is engaged in service of CRO offering Drug Development & Discovery Services to Pharmaceutical & Biotech Companies world-wide in accordance with OECD - GLP, AAALAC & IND guidelines. The company offers services in the areas of In vivo & In vitro toxicity studies, Pharmacological investigations, Pharmacokinetic & toxic kinetic studies, Genotoxicity screening, Analytical services etc. Our experienced & talented scientists offer advice on defining drug development paths tailored to specific molecules.

Our Scientific team provides both regulatory and non-regulatory IND enabling preclinical development services. We are capable of screening & evaluating molecules for various pharmacological & therapeutic properties. Specifically for oncology, our scientists can provide design & development of syngeneic / xenograft models for evaluation of anti-cancer agents. Further, our scientists can customize In vivo DMPK studies to help profile your drug candidate in both rodent and non-rodent animal models.

Vivo Bio has partnered with Taconic Biosciences for sourcing foundation and expansion colonies of the SPF rodent models and have started in-house Breeding & Trading. Vivo Bio has also partnered with Cyagen Biosciences to provide easy access to Genomic Technologies to Indian Biomedical R&D

2. Significant Accounting Policies :

(a) Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of Preparation :

These Financial statements have been prepared in Indian Rupee which is the Functional Currency of the Company.

These financial statements have been prepared on a historical cost basis, except for certain Financial Instruments which are measured at Fair Value or amortised cost at the end of each reporting Period, as explained in the Accounting Policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

The statement of cash flows has been prepared under indirect method.

(c) Use of Estimates and Judgements :

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

- i) Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.
- ii) **Current income taxes :** The company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such final determination is made.
- iii) **Deferred Income taxes :** Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

- iv) **Useful Life of property, plant and equipment :** The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(d) Revenue Recognition :

Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- **Sale of Goods :**

Revenue from the sale of goods are recognized when there is persuasive evidence, usually in the form of an executed sales agreement at the time of delivery of the goods to customer, indicating that there has been a transfer of risks and rewards to the customer, no further work or processing is required, the quantity and quality of the goods has been determined, the price is considered fixed and generally title has passed.

- **Interest Income :**

Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

- (e) **Cost Recognition :** Cost and expenses are recognised when incurred and have been classified according to their nature. The costs of the Company are broadly categorised in employee benefit expenses, depreciation and amortisation expense, Finance Cost and Administrative and other Operating expenses. Employee benefit expenses include Salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Administrative and Other Operating expenses include Power & Fuel, Fees to external consultants, facility expenses, travel expenses, etc.

- (f) **Foreign Currency :** Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

- (g) **Financial assets and liabilities** are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Cash and Cash Equivalents : Cash and cash equivalents comprise cash at bank and in hand. Deposits with banks subsequently measured at amortized cost.

Financial Assets at amortised cost :

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

Financial assets at fair value through other comprehensive income :

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss :

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

Financial Liabilities :

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments :

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue cost.

- (h) **Provisions and Contingent Liabilities :** A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

There is an ongoing reconciliation with EESL (Energy Efficiency Services Limited) for the services rendered in the years 2016-17 and 2017-18. The company has written off all the pending receivables based on uncertainty of realisation. However, there are some pending items with EESL, which are still under reconciliation and amount is not quantifiable which has to be mutually agreed between the Company and EESL.

There are no other Contingent liabilities as at balance sheet date hence disclosure except this in Financial statements are not arise.

- (i) **Investments in subsidiaries :** Investment in subsidiaries are measured at cost.
- (j) **Property, plant and equipment :** Property, plant and equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Depreciation is provided for property, plant and equipment on a straight line basis so as to expense the cost less residual value over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives (years) are as mentioned below:

| | |
|---|----|
| Buildings | 30 |
| Plant and Machinery | 15 |
| Furniture & fixtures, Electrical Equipment, Lab Equipment | 10 |
| Vehicles | 8 |
| Office equipment | 5 |
| Computers | 3 |

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

- (K) **Intangible assets:**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

Technical Knowhow: Salaries and other cost paid to resources working on new products are capitalized as intangible asset under the head "Technical Knowhow". Management has estimated life of this product is about 10 years subject to certain improvements to the same product/source code.

Computer Software: The company amortizes Computer software using the straight-line method over a period of 6 years.

(l) Impairment :

(i) Financial assets: (other than at fair value) The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets are impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(ii) Non-financial assets:

Tangible and intangible assets:

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

(m) Employee benefits:

(i) Defined contribution plans:

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

(ii) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, Bonus, Earned Leave etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(n) Earnings per share:

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

Note No.1 (1)

The changes in the carrying value of property, plant and equipment are as follows

| Property, Plant and Equipment | Land | Building | Plant & Machinery | Electrical Equipment | Laboratory Equipment | Office Equipment | Computers | Furniture & Interior | Vehicles | Total |
|-------------------------------|----------|----------|-------------------|----------------------|----------------------|------------------|-----------|----------------------|----------|-----------|
| Cost | | | | | | | | | | |
| As at March 31, 2020 | 250.53 | - | 165.27 | 105.77 | 3,363.36 | 53.98 | 55.93 | 477.27 | 256.74 | 4,728.87 |
| Additions | | | | 34.12 | 1417.34 | | 6.47 | 110.68 | | 1,568.61 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2021 | 250.53 | - | 165.27 | 139.88 | 4,780.70 | 53.98 | 62.40 | 587.96 | 256.74 | 6,297.47 |
| Additions | 2018.07 | 1432.26 | | 264.73 | 594.09 | | 33.23 | 236.10 | - | 4,578.50 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2022 | 2,268.61 | 1,432.26 | 165.27 | 404.62 | 5374.80 | 53.98 | 95.63 | 824.06 | 256.74 | 10,875.97 |
| | | | | | | | | | | - |
| | | | | | | | | | | - |
| | | | | | | | | | | - |
| Depreciation | | | | | | | | | | |
| As at March 31, 2020 | - | - | 73.03 | 73.03 | 1,702.31 | 45.40 | 50.62 | 107.80 | 151.43 | 2,203.61 |
| Charge for the period | | | 16.08 | 7.16 | 267.54 | 3.13 | 2.69 | 42.11 | 20.11 | 358.84 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2021 | - | - | 89.11 | 80.19 | 1,969.85 | 48.54 | 53.31 | 149.90 | 171.54 | 2,562.44 |
| Charge for the period | | 6.15 | 12.23 | 11.28 | 379.13 | 1.87 | 8.82 | 58.40 | 17.01 | 494.89 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2022 | - | 6.15 | 101.35 | 91.47 | 2,348.98 | 50.41 | 62.13 | 208.31 | 188.54 | 3,057.33 |
| Net Block | | | | | | | | | | |
| As at March 31, 2022 | 2,268.61 | 1,426.12 | 63.92 | 313.15 | 3,025.81 | 3.57 | 33.51 | 615.75 | 68.20 | 7,818.64 |
| As at March 31, 2021 | 250.53 | .00 | 76.16 | 59.69 | 2,810.85 | 5.45 | 9.09 | 438.05 | 85.20 | 3,735.03 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

Note No 1 (2): Capital Work in progress

| Particulars | Capital Work in progress |
|-----------------------------|--------------------------|
| As at March 31, 2020 | 15.36 |
| Additions | 17.14 |
| Disposals | |
| As at March 31, 2021 | 32.49 |
| Additions | 54.14 |
| Disposals | |
| As at March 31, 2022 | 86.64 |
| Depreciation | |
| As at March 31, 2020 | - |
| Charge for the period | - |
| Disposals | - |
| As at March 31, 2021 | - |
| Charge for the period | - |
| Disposals | - |
| As at March 31, 2022 | - |
| Net Block | |
| As at March 31, 2022 | 86.64 |
| As at March 31, 2021 | 32.49 |

Note No 1 (3): Intangible Assets

| Intangible Assets | Technical Know How | Computer Software | Total |
|-----------------------------|--------------------|-------------------|-----------------|
| As at March 31, 2020 | 1,125.06 | 346.18 | 1,471.24 |
| Additions | 196.44 | 500.00 | 696.44 |
| Disposals | | | |
| As at March 31, 2021 | 1,321.50 | 846.18 | 2,167.69 |
| Additions | 0.00 | 472.00 | 472.00 |
| Disposals | | | |
| As at March 31, 2022 | 1,321.50 | 1,318.18 | 2,639.69 |
| Depreciation | | | |
| As at March 31, 2020 | 738.42 | 95.34 | 833.76 |
| Charge for the period | 110.13 | 90.17 | 200.31 |
| Disposals | | | |
| As at March 31, 2021 | 848.55 | 185.52 | 1,034.07 |
| Charge for the period | 91.82 | 151.43 | 243.25 |
| Disposals | | | |
| As at March 31, 2022 | 940.38 | 336.95 | 1,277.32 |
| Net Block | | | |
| As at March 31, 2022 | 381.13 | 981.24 | 1,362.36 |
| As at March 31, 2021 | 472.95 | 660.67 | 1,133.62 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 2 : NON- CURRENT INVESTMENTS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|--------------|--------------|
| Investment in Subsidiaries | | |
| a) Equity Shares | | |
| 100% Holding in Vivo Bio Discovery Services Private Limited | 1.00 | 1.00 |
| 100% Holding in Vivobio Labs Private Limited | 1.00 | 1.00 |
| 100% Holding in Surlogic Life Consultancy Private Limited | 1.00 | 1.00 |
| 100% Holding in Vivobio Consulting Services Private Limited | 1.00 | 1.00 |
| Total | 4.00 | 4.00 |

NOTE NO.3 : OTHER NON - CURRENT ASSETS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|----------------------|--------------|--------------|
| Unamortised Expenses | 40.34 | 4.55 |
| Total | 40.34 | 4.55 |

NOTE NO. 4 : INVENTORIES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|-----------------|
| Live Stock, Animal Feed, Stores & Spares | 981.20 | 1,327.73 |
| Total | 981.20 | 1,327.73 |

NOTE NO. 5 : TRADE AND OTHER RECEIVABLES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------|-----------------|---------------|
| Secured, Considered Good | | |
| Below 6 months | 1,102.69 | 678.29 |
| Above 6 months | 99.74 | 51.01 |
| Total | 1,202.43 | 729.30 |

Trade Receivables ageing schedule as on March 31, 2022 :

| Particulars | Less than 6 months | 6 months -1 year | 1-2 Years | 2-3 years | More than 3 years | Total |
|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| (i) Undisputed Trade receivables – considered good | 1,102.69 | 99.74 | | | | 1,202.43 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | | - |
| (iv) Disputed Trade Receivables–considered good | | | | | | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | - |

Trade Receivables ageing schedule as on March 31, 2021 :

| Particulars | Less than 6 months | 6 months -1 year | 1-2 Years | 2-3 years | More than 3 years | Total |
|--|--------------------|------------------|-----------|-----------|-------------------|--------|
| (i) Undisputed Trade receivables – considered good | 678.29 | 51.01 | | | | 729.30 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | | - |
| (iv) Disputed Trade Receivables–considered good | | | | | | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | - |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 6 : CASH AND BANK BALANCES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|------------------------------------|---------------|---------------|
| Cash and Cash Equivalents : | | |
| a) Balances with Banks : | | |
| 1) On Current Accounts | 2.26 | 9.82 |
| b) Cash on hand | 4.35 | .15 |
| Sub Total | 6.61 | 9.98 |
| Other Bank Balances | | |
| a) On Deposit Accounts | 140.02 | 99.73 |
| Sub Total | 140.02 | 99.73 |
| Total | 146.63 | 109.71 |

NOTE NO. 7 : SHORT TERM LOANS AND ADVANCES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------------|---------------|---------------|
| Unsecured | | |
| Advances to Wholly Owned Subsidiaries | 160.21 | 140.21 |
| Other Loans and Advances | 71.15 | 267.51 |
| Secured | | |
| Refundable Deposits | 67.11 | 187.11 |
| Total | 298.46 | 594.83 |

NOTE NO. 8 : OTHER CURRENT ASSETS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------|--------------|--------------|
| TDS Receivable and Others | 88.92 | 59.49 |
| Total | 88.92 | 59.49 |

Note No. 9 SHARE CAPITAL

| Particulars | Nos. | Amount |
|---|--------------------|-----------------|
| Authorised: (2,00,00,000 Equity Shares of Rs.10/- each.) | 2,00,00,000 | 2,000.00 |
| Issued Subscribed & Paid Up Share Capital: | No. | Amount |
| Subscribed & Fully Paid Up: | | |
| As At March 31 , 2020 | 1,28,87,520 | 1,288.75 |
| Add: Issued During the Year | - | - |
| Warrants Converted in to Equity Shares | 5,32,000 | 53.20 |
| As At March 31 , 2021 | 1,34,19,520 | 1,341.95 |
| Add: Issued During the Year | | |
| Warrants Converted in to Equity Shares | 6,55,000 | 65.50 |
| ESOP's Alloted during the year | 1,89,000 | 18.90 |
| As At March 31 , 2022 | 1,42,63,520 | 1,426.35 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

Note No. 9 SHARE CAPITAL (contd.)

Reconciliation of Shares Outstanding at Beginning and End of the Reporting Year

| Equity Shares | Mar 31, 2022 | | Mar 31, 2021 | |
|-------------------------------------|--------------------|-----------------|--------------------|-----------------|
| | No's | Amount | No's | Amount |
| As at Beginning of the Year | 1,34,19,520 | 1,341.95 | 1,28,87,520 | 1,288.75 |
| Shares Issued During the Year | | | - | - |
| Warrants Converted to Equity Shares | 6,55,000 | 65.50 | 5,32,000 | 53.20 |
| ESOPs Allotment During the Year | 1,89,000 | 18.90 | - | - |
| As at End of the Year | 1,42,63,520 | 1,426.35 | 1,34,19,520 | 1,341.95 |

Details of Share Holders Holding More than 5% Shares in the Company

| Name of the Share Holder | Mar 31, 2022 | | Mar 31, 2021 | |
|---|--------------|--------------------|--------------|--------------------|
| | Nos | % of Share Holding | Nos | % of Share Holding |
| Vira Systems Private Limited | 13,45,000 | 9.43 | 13,45,000 | 10.02 |
| Elite Class Asset Holdings Ltd | 13,00,000 | 9.11 | 13,00,000 | 9.69 |
| Mallemkonda Realities Private Limited | 9,17,475 | 6.43 | 11,00,000 | 8.20 |
| Northern Union Ltd | - | - | 10,35,000 | 7.71 |
| Rite Equity SDN BHD | 10,35,000 | 7.26 | - | - |
| Vean Smart Infra Private Limited | 4,99,299 | 3.50 | 9,00,000 | 6.71 |
| More Agri Supplies and Services Private Limited | 4,95,896 | 3.48 | 9,00,000 | 6.71 |
| Iragavarapu Constructions Private Limited | 9,00,000 | 6.31 | 7,50,000 | 5.59 |
| Max Cell Phone Communications India Private Limited | 12,00,000 | 8.41 | 9,70,000 | 7.23 |

Note No. 10 Other Equity

| Particulars | Securities Premium | General Reserves | Capital Reserve | Retained Earnings | Total |
|------------------------|--------------------|------------------|-----------------|-------------------|----------|
| As At March 31 ,2020 | 865.80 | 10.00 | 292.89 | 846.26 | 2,014.95 |
| Additions for the Year | 186.20 | | | 568.44 | 754.64 |
| As At March 31 ,2021 | 1,052.00 | 10.00 | 292.89 | 1,414.70 | 2,769.59 |
| Additions for the Year | 229.25 | | | 220.33 | 449.58 |
| As At March 31 ,2022 | 1,281.25 | 10.00 | 292.89 | 1,635.03 | 3,219.17 |

NOTE NO. 11 : LONG TERM BORROWINGS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|-----------------|-----------------|
| Secured | | |
| Vehicle Loans | 22.92 | 42.11 |
| Term Loans | 5,015.54 | 1,504.16 |
| Repayable in next 12 months | -644.13 | -438.47 |
| Biotech Consortium India Ltd. A/c SBIRI | 119.49 | 134.51 |
| Unsecured | | |
| Other Long Term Borrowings | 273.90 | - |
| Total | 4,787.71 | 1,242.31 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 12 : LONG TERM PROVISIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|------------------------|--------------|--------------|
| Provision for Gratuity | 55.42 | 47.83 |
| Total | 55.42 | 47.83 |

NOTE NO. 13 : DEFERRED TAX LIABILITY

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|---------------|--------------|
| Opening Deferred Tax Liability | 3.14 | -154.83 |
| Deferred Tax Liability for the year (Due to SLM and WDV Difference) | 151.22 | 157.97 |
| Deferred Tax Liability for the year (Due to Others) | - | - |
| Total | 154.36 | 3.14 |

NOTE NO. 14 : SHORT TERM BORROWINGS.

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------------|-----------------|-----------------|
| Loans repayable on demand: | | |
| From banks | | |
| Secured | 1,091.91 | 1,192.23 |
| Term Loan repayable in next 12 months | 644.13 | 438.47 |
| Unsecured | | |
| Term Loan repayable in next 12 months | - | - |
| Total | 1,736.04 | 1,630.71 |

NOTE NO. 15 : TRADE PAYABLES & OTHER CURRENT LIABILITES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|----------------|---------------|---------------|
| Trade Payables | 231.61 | 138.83 |
| Total | 231.61 | 138.83 |

Trade payables ageing schedule for the year ended as on March 31, 2022 :

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| i) Others | 231.61 | - | - | - | 231.61 |
| ii) Disputed dues — MSME | - | - | - | - | - |
| iii) Disputed dues - Others | - | - | - | - | - |

Trade payables ageing schedule for the year ended as on March 31, 2021 :

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| i) Others | 138.83 | - | - | - | 138.83 |
| ii) Disputed dues — MSME | - | - | - | - | - |
| iii) Disputed dues - Others | - | - | - | - | - |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 16 : SHORT TERM PROVISIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-------------------------------------|---------------|---------------|
| a) Provisions for Employee Benefits | 44.65 | 129.16 |
| b) Provision for Taxes | 75.85 | 135.76 |
| c) Statutory Dues | 229.51 | 148.80 |
| Total | 350.01 | 413.73 |

NOTE NO. 17 : REVENUE FROM OPERATIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-------------------------|-----------------|-----------------|
| Revenue from Operations | 5,139.10 | 5,177.52 |
| Total | 5,139.10 | 5,177.52 |

NOTE NO. 18 : OTHER INCOME

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-----------------|--------------|--------------|
| Interest Income | 9.21 | 7.87 |
| Total | 9.21 | 7.87 |

NOTE NO. 19 : CHANGE IN INVENTORIES & WIP.

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|----------------|
| Finished Goods | | |
| Finished goods at the beginning of the year | 1,327.73 | 1,057.87 |
| Less : Finished goods at the end of the year | 981.20 | 1327.73 |
| Total | 346.52 | -269.86 |

NOTE NO. 20 : EMPLOYEE BENEFIT EXPENSES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|---------------|---------------|
| (a) Salaries & Wages | 879.56 | 810.69 |
| (b) Contribution to Provident & Other Funds | 39.96 | 34.00 |
| (c) Staff Welfare Expenses | 22.66 | 12.30 |
| Total | 942.19 | 856.99 |

NOTE NO. 21 : FINANCE COST

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|---------------|---------------|
| Interest on Working Capital & Term Loan | 399.33 | 352.99 |
| Total | 399.33 | 352.99 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 22 : ADMINSTRATIVE AND OTHER OPERATING EXPENSES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|-----------------|-----------------|
| (a) Power & Fuel | 355.55 | 578.10 |
| (b) Rent | 412.63 | 421.52 |
| (c) Telephone, Postage and Others | 39.94 | 37.90 |
| (d) Business Promotion Expenses | 12.15 | 366.17 |
| (e) Travelling Expenses | 47.13 | 90.93 |
| (f) Repairs & Maintenance | 21.24 | 8.51 |
| (g) Office Maintenance | 58.66 | 56.46 |
| (h) Printing & Stationery Expenses | 13.96 | 6.93 |
| (i) Rates & Taxes | 188.49 | 135.49 |
| (j) Consultancy Charges | 223.05 | 76.59 |
| (k) Net loss on foreign currency transaction | 9.77 | -2.35 |
| (l) Insurance | 20.96 | 17.39 |
| (m) Renewals, Subscriptions, Seminar Fee | 39.57 | 23.93 |
| (n) Bank Charges | 27.67 | 14.46 |
| (o) Payment to Auditors: | | |
| (i) As Auditor | 0.75 | 1.36 |
| Total | 1,471.53 | 1,833.38 |

NOTE NO.23:

Details of Primary and Collateral Securities (For Liabilities referred in Note No.11 & 14):

Hypothecation of Plant and Machinery, Equipment (Movable Assets), Commercial Property and Personal guarantee of the Promoter of the Company.

Hypothecation of Movable Assets:

1. M/s. Canara Bank, Mid Corporate Branch, Hyderabad, having Hypothecation of Fixed Assets financed by them through Term Loan.
2. Charge on stock (including live stock) & Receivables and Current Assets except Cash and Bank balances of the company by M/s Canara Bank, Mid Corporate Branch for working capital limits.
3. M/s. Department of Bio Technology, New Delhi having Hypothecation of Laboratory Equipment funded by them.

Collateral Securities :

1. EMT on land Acres 9.15 guntas in the name of M/s. Vivo Bio Labs Private Limited situated at Sy No. 91,101 &102, Lakshmapalli Village, Gajwel Mandal, Medak District, Telangana for Tem Loan and Working Capital given by M/s.Canara Bank, Mid Corporate Branch, Hyderabad.
2. EMT on Land Acrs 4.34 guntas in the name of M/s. Surlogic Life Consultancy Private Limited situated at Sy No. 92, Lakshmapalli Village, Gajwel Mandal, Medak District, Telanagana for Tem Loan and Working Capital given by M/s.Canara Bank, Mid Corporate Branch, Hyderabad.
3. EMT on land admeasuring 595 Sy Yards in the name of M/s. Vivo Bio Tech Limited situated at Plot No 87, Balamrai Co operative society, Mahendrahills, East Marredpally, Secunderabad for Loan against property given by The South Indian Bank Limited.
4. EMT on Land Square Yards 1,12,832.5 & Building Sq 117197 Yards in the name of M/s. Vivo Bio Tech Limited at Sy No. 350/A, 350/C, 350/A, 351, 351/B, 349/A Pregnapur Village, Gajwel Mandal, Siddipet District, Telangana for Tem Loan given by M/s. Canara Bank, Mid Corporate Branch, Hyderabad for purchase of Land and Building.

Personal Guarantee:

1. Mr. Viswanath Kompella has given personal guarantee for all loans
2. Smt K Madhavi Latha has given personal guarantee for all loans taken from M/s. Canara Bank

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.23: (contd.)

Corporate Guarantee, to M/s. Canara Bank, IF Branch, from following companies:

1. M/s Maxcell Phones Communications India Private Limited
2. M/s Vira Systems Private Limited
3. M/s Iron Age India Private Limited
4. M/s Iragavarapu Constructions Private Limited
5. M/s P K I Solutions Private Limited
6. M/s Every wear Imports & Exports Private Limited
7. M/s VIVO Bio Labs Private Limited
8. M/s Surlogic Life Consultancy Private Limited

NOTE NO.24:

Consumables and other than Live Stock are valued at cost or realizable value whichever is less. Since company is breeding and trading activity of Rodents and cost of rodent stock can't be ascertained hence rodents in stock valued at realizable Value. With regards to other stock like rodent Feed, bedding material, Transit cages, Stores and Spares are valued at cost or realizable value whichever is lower.

NOTE NO.25: INVESTMENTS

Investments are stated at cost i.e. cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable. Provision for diminution in the value of investments is not created as it is not a permanent decline.

Details of Investment in Subsidiaries:

Wholly Owned Subsidiaries.

| S No. | Name of the Subsidiary | No. of Shares | Face value | Share capital | Share Premium | Total Amount (Rs) |
|-------|--|---------------|------------|---------------|---------------|-------------------|
| 1 | Vivo bio Labs Private Limited | 10,000 | 10 | 1,00,000 | 0 | 1,00,000 |
| 2 | Vivo bio Discovery services Private Limited | 10,000 | 10 | 1,00,000 | 0 | 1,00,000 |
| 3 | Surlogic Life Consultancy Services Private Limited | 10,000 | 10 | 1,00,000 | 0 | 1,00,000 |
| 4 | VivoBio Consulting Services Private Limited | 10,000 | 10 | 1,00,000 | 0 | 1,00,000 |

NOTE NO.26: EARNING PER SHARE

The earnings considered in ascertaining the companies earning per share comprise net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

| Particulars | 2021-22 | 2020-21 |
|--|---------|---------|
| Profit available for the equity share holders (In Lakhs) | 220.33 | 568.44 |
| Weighted average number of shares for Basic EPS (In Lakhs) | 141.41 | 134.20 |
| Weighted average number of shares for Diluted EPS (In Lakhs) | 141.64 | 135.34 |
| Basic | 1.56 | 4.24 |
| Diluted | 1.56 | 4.20 |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.27:

The Company has been awarded soft loan given by SBIRI (Small Business Innovation Research Initiative), Department of Bio Technology, towards the project – “Production of recombinant eventide (Incretin mimetic like GLP-1) (Phase II) a new generation cure for Diabetes” given specifically for the R&D work being carried out by company's biologic division operating from the facility located at Pothaipally Village, Hakimpet recognized by DSIR (Department of Scientific and Industrial Research) as in-house R&D unit vide approval F.No. TU/IV-RD/2740/2010

A separate mortgage is created for the whole of movable and immovable properties acquired from the loan sanctioned by the DBT under the SBIRI scheme including its movable plant and machinery, machinery spares, tools and accessories and other movables both present and future (except book debts).

NOTE NO.28: RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large.

Related Party Disclosures

a) Subsidiary Companies:

1. Vivobio Labs Private Limited
2. Vivo Bio Discovery Services Private Limited
3. Surlogic Life Consultancy Services Private Limited
4. Vivobio Consulting Services Private Limited(Formerly Known as Donakanti Consultancy services Private Limited)

b) Directors:

1. Sunder Kanaparthi
2. Kalyan Ram Mangipudi
3. Sankaranarayanan Alangudi
4. Sri Kalyan Kompella
5. Shivanand Nayak Karopadi
6. Hariharan Ravindran
7. Kunda Kalpana
8. KTV Kaladhar (Upto 03/11/2021)

c) Key Management Personnel:

| S. No. | Name | Designation |
|--------|--|---|
| 1 | M. Kalyan Ram | Whole Time Director |
| 2. | Sri Kalyan Kompella (w.e.f 03/11/2021) | Whole Time Director & Chief Financial Officer |
| 3. | A. Karthik | Company secretary |
| 4. | Sankaranarayana Alangudi (w.e.f 06/01/2022) | Whole Time Director |
| 5. | KTV Kaladhar (Upto 03/11/2021) | Whole Time Director & CFO |

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.28: RELATED PARTY TRANSACTIONS (contd.)

d) Other Related Party:

- 1) Virinchi Limited

The followings are the related party transactions:

| Name of the related Party | Nature of transaction | Current year | Previous Year |
|---------------------------|-------------------------------|--------------|---------------|
| M. Kalyan Ram | Remuneration | 8.61 | 8.62 |
| KTV Kaladhar | Remuneration | 6.64 | 6.33 |
| Sri Kalyan Kompella | Remuneration | 3.70 | 0.00 |
| Sankaranarayanan Alangudi | Remuneration | 2.87 | 0.00 |
| A.Karthik | Remuneration | 9.01 | 7.42 |
| Viswanath Kompella | Remuneration | 150.00 | 70.00 |
| Madhavi Latha | Remuneration | 90.00 | 30.00 |
| Virinchi Limited | Purchase of Computer software | 472.00 | 500.00 |

* Sri Kalyan Kompella was appointed as the Whole Time Director & CFO of the Company w.e.f November 03, 2021

** Sankaranarayanan Alangudi was appointed as the Whole Time Director of the Company w.e.f January 06, 2022

Details of Loans and Advances given to Related Parties:

| S. No. | Name of the Related Party | Relationship | Amount Outstanding as on 31-03-2022 |
|--------|---|-------------------------|-------------------------------------|
| 1. | Vivo Bio Labs Private Limited | Wholly Owned Subsidiary | 18.78 |
| 2. | Vivobio Consulting Services Private Limited | Wholly Owned Subsidiary | 101.25 |
| 3. | Vivo Bio Discovery Services Private Limited | Wholly Owned Subsidiary | 6.06 |
| 4. | Surlogic Life Consultancy Private Limited | Wholly Owned Subsidiary | 34.12 |

NOTE NO.29:

Statement of ESOP Vested and Exercised during the Current Financial Year:

| Sl.No | Description | Year ended 31-03-2022 |
|-------|--|-----------------------|
| 1 | Number of Options Outstanding at the beginning of the year (Un granted) | 20,58,000 |
| 2 | Number of options granted during the year | Nil |
| 3 | Number of options forfeited/lapsed during the year | Nil |
| 4 | Number of options vested during the year | 1,29,000 |
| 5 | Number of options exercised during the year | 1,89,000 |
| 6 | Number of shares arising as a result of exercise of options | 1,89,000 |
| 7 | Amount realized by exercise of options (Rs.) | 18,90,000 |
| 8 | Number of Options Outstanding at the end of the year | 20,58,000 |
| 9 | Number of Options exercisable at the end of the year | 3,39,000 |

NOTE NO.30:

Foreign Currency Outflow during the year is Rs. 494 Lakhs (Previous Year – Rs 417 Lakhs).

NOTE NO.31:

Foreign Currency Inflow during the year is Rs. 330 Lakhs (Previous Year – Rs. 185 Lakhs.)

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.32:

There are no dues to MSME Units outstanding for more than 45 days.

NOTE 33: ADDITIONAL REGULATORY INFORMATION

- i. The Company is in possession of immovable property and title deeds are held in the Name of the company.
- ii. The Company has not revalued any of its Property, Plant and Equipment during the year.
- iii. The Company has not granted any loans or advances in the nature of loans to directors, KMPs
- iv. There are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- v. The Company has borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- vi. The Company is not declared as willful defaulter by any bank or financial Institution or other lenders.
- vii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

NOTE: 34

The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

NOTE: 35

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

NOTE: 36

There are no significant events that occurred after the balance sheet date.

NOTE: 37

The Company has not declared any dividend during the year.

NOTE: 38

In the opinion of the management, the assets as shown in the financial Statements have a value on realization in the ordinary course of business of at least equal to the amount at which they are stated in the balance sheet.

Standalone Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE: 39 RATIOS

| Ratios | Numerator | Denominator | Current year | Previous year | Variance (in %) |
|---|---|--|--------------|---------------|-----------------|
| Current ratio (in times) | Total current assets | Total current liabilities | 1.17 | 1.29 | -9.25 |
| Debt-Equity ratio (in times) | Debt consists of borrowings and lease liabilities* | Total Equity | 1.42 | 0.68 | 109.52 |
| Debt service coverage ratio (in times) | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | Debt service = Interest and lease payments + Principal repayments* | 1.28 | 1.72 | -26.04 |
| Return on equity ratio (in %) | Profit for the year less Preference dividend (if any) | Average total equity | 4.91 | 15.04 | -67.34 |
| Inventory Turnover Ratio(in times) | Cost of goods sold OR sales | Average Inventory | 4.45 | 4.34 | 2.55 |
| Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivables | 5.32 | 5.83 | -8.67 |
| Trade payables turnover ratio (in times) | Purchase of Services and other expenses | Average trade payables | 12.25 | 10.65 | 14.99 |
| Net capital turnover ratio (in times) | Revenue from operations | Average working capital (i.e. Total current assets less Total current liabilities) | 7.15 | 5.13 | 39.40 |
| Net profit ratio (in %) | Profit for the year | Revenue from operations | 4.29 | 10.98 | -60.95 |
| Return on capital employed (in %) | Profit before tax and finance costs | Capital employed = Tangible Net worth + Total Debt+ Deferred tax liabilities | 8.44 | 20.26 | -58.34 |
| Return on investment (in %) –Unquoted | Income generated from invested funds | Average invested funds in treasury investments | N/A | N/A | N/A |

NOTE NO.40:

Previous year's numbers have been regrouped, rearranged, re casted, wherever necessary to conform to Current Year Classification

As per our Report of Even Date

For P C N & Associates

Chartered Accountants

Firm Registration No.016016S

M. Mohana Saradhi

Partner

M. No. 244686

For and on behalf of the Board of Directors of

M/s.Vivo Bio Tech Limited

M.Kalyan Ram

Whole Time Director

DIN: 02012580

K.Sri Kalyan

Whole Time Director & CFO

DIN: 03137506

Jyotika Aasat

Company Secretary

M.No.A58136

Place : Hyderabad

Date: 30/05/2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S VIVO BIO TECH LIMITED

Report on the Audit of Consolidated IND AS Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of VIVO BIO TECH LIMITED ("the holding Company"), subsidiaries (the holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, the consolidated Profit, consolidated total comprehensive Income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and

fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists; we are required to

draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The Consolidated Financial Results include the audited Financial Results of Four subsidiaries, whose Financial Statements reflect Group's share of total assets of Rs.383.12 Lakhs as at March 31, 2022, Group's share of total revenue before elimination of Rs. 0.62 Lakhs and Group's share of total net profit after tax of Rs. (0.16) Lakhs for the year ended on that date, as considered in the Consolidated Financial Results, which have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us and our opinion on the Consolidated Financial Results, in so far

as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other Auditors and the financial information certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit and the other financial information of subsidiaries, as noted in the 'other matters' paragraph, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act and the relevant rules issued there under.
- e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2022, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the companies included in the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of

our information and according to the explanations given to us:

- i. The Group has no pending litigations which would impact on its financial position
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the companies included in the group
- iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or group companies to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- v. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company or group companies from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or group companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations above (iv) and (v) under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- vii. The company or group companies has not declared or paid any dividend during the year.

For P C N & Associates.

Chartered Accountants
FRN: 016016S

M. Mohana Saradhi

Partner

M.No. 244686

Place: Hyderabad

Date: 30.05.2022.

UDIN: 22244686AKWWCB2041

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of VIVO BIO TECH LIMITED of even date)

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 (‘The Act’)

In conjunction with our Audit of the consolidated Ind AS financial statements of the company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of VIVO BIO TECH LIMITED (‘the Holding company’) and its subsidiary companies which are incorporated in India, as of the date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the holding company, its subsidiaries which are companies incorporated in India, internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s Judgment, including the assessment of the risk of material misstatement of the consolidated IND AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company’s internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the holding company, its subsidiaries, which are companies incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal

Financial Controls Over Financial Reporting issued by the Institute Of Chartered Accountants of India.

For P C N & Associates.

Chartered Accountants

FRN: 016016S

M. Mohana Saradhi

Partner

M.No. 244686

Place: Hyderabad

Date: 30.05.2022.

UDIN: 22244686AKWWCB2041

Consolidated Balance Sheet As At March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Note No | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------------|---------|------------------|-----------------|
| ASSETS | | | |
| 1) NON CURRENT ASSETS | | | |
| Property, Plant and Equipment | 1 | 8,154.67 | 4,071.05 |
| Capital Work-In-Progress | 1 | 86.64 | 32.49 |
| Intangible Assets | 1 | 1,362.36 | 1,133.62 |
| Financial Assets | | | |
| Non-Current Investments | | | |
| Other Non-Current assets | 2 | 41.71 | 6.49 |
| 2) CURRENT ASSETS | | | |
| Inventories | 3 | 981.20 | 1,327.73 |
| Financial assets | | | |
| Trade and Other Receivables | 4 | 1,202.43 | 729.30 |
| Cash and Cash Equivalents | 5 | 171.35 | 116.54 |
| Short Term Loans and Advances | 6 | 159.25 | 475.61 |
| Other Current Assets | 7 | 88.92 | 59.49 |
| Total Assets | | 12,248.54 | 7,952.32 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share Capital | 8 | 1,426.35 | 1,341.95 |
| Other Equity | 9 | 3,217.51 | 2,768.09 |
| Money Received Against Share Warrants | | 68.96 | 142.65 |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Long-Term Borrowings | 10 | 5,007.83 | 1,464.95 |
| Long Term Provision | 11 | 55.42 | 47.83 |
| Defferred Tax Liabilities (Net) | 12 | 154.36 | 3.14 |
| (2) Current Liabilities | | | |
| Financial Liabilities | | | |
| Short Term Borrowings | 13 | 1,736.04 | 1,630.71 |
| Trade & Other Liabilities | 14 | 231.61 | 138.83 |
| Short Term Provisions | 15 | 350.45 | 414.17 |
| Total Equity and Liabilities | | 12,248.54 | 7,952.32 |

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report of Even Date
For P C N & Associates
Chartered Accountants
Firm Registration No.0160165

For and on behalf of the Board of Directors of
M/s.Vivo Bio Tech Limited

M. Mohana Saradhi
Partner
M. No. 244686

M.Kalyan Ram
Whole Time Director
DIN: 02012580

K.Sri Kalyan
Whole Time Director & CFO
DIN: 03137506

Place : Hyderabad
Date: 30/05/2022

Jyotika Aasat
Company Secretary
M.No.A58136

Consolidated Profit and Loss statement for the Year ended March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Note No | Mar 31, 2022 | Mar 31, 2021 |
|---|---------|-----------------|-----------------|
| Revenue from Operations | 16 | 5,139.10 | 5,177.52 |
| Other Income | 17 | 9.83 | 7.87 |
| Total Income | | 5,148.93 | 5,185.38 |
| Expenses: | | | |
| Purchases | | 797.28 | 990.56 |
| Changes (Increase)/ decrease in Inventories | 18 | 346.52 | -269.86 |
| Employee Benefit Expense | 19 | 942.19 | 856.99 |
| Depreciation and Amortization Expense | 1 | 744.65 | 559.14 |
| Financial Costs | 20 | 399.33 | 353.00 |
| Administrative and Other Operating Expenses | 21 | 1,471.74 | 1,833.59 |
| Total Expenses | | 4,701.70 | 4,323.41 |
| Profit before exceptional items and tax | | 447.23 | 861.97 |
| Exceptional Items | | 0.00 | 0.00 |
| Priorperiod Items | | 0.00 | 0.00 |
| Profit Before Tax | | 447.23 | 861.97 |
| Tax expense: | | | |
| (a) Current tax | | 75.85 | 135.76 |
| (b) Deferred tax | | 151.22 | 157.97 |
| Profit/(Loss) for the period | | 220.16 | 568.23 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to P&L Account (Net of Tax) | | 0.00 | 0.00 |
| Total Other Comprehensive Income | | 220.16 | 568.23 |
| Earning Per Equity Share: | | | |
| (1) Basic | | 1.56 | 4.23 |
| (2) Diluted | | 1.56 | 4.19 |

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report of Even Date

For P C N & Associates

Chartered Accountants

Firm Registration No.016016S

M. Mohana Saradhi

Partner

M. No. 244686

For and on behalf of the Board of Directors of

M/s.Vivo Bio Tech Limited

M.Kalyan Ram

Whole Time Director

DIN: 02012580

K.Sri Kalyan

Whole Time Director & CFO

DIN: 03137506

Jyotika Aasat

Company Secretary

M.No.A58136

Place : Hyderabad

Date: 30/05/2022

Consolidated Cash Flow Statement for the Year Ended March 31, 2022

(Rs. In Lakhs, except share & per share data, unless otherwise stated)

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|------------------|------------------|
| A. Cash Flow from Operating Activities: | | |
| Net Profit before taxation and extraordinary items | 447.23 | 861.97 |
| Adjustments for: | | |
| Depreciation | 744.65 | 559.14 |
| Interest expenses | 399.33 | 353.00 |
| Operating Profit before Working Capital Changes | 1,591.21 | 1,774.11 |
| Working Capital Changes | | |
| Trade and other receivables Including Inventory | 125.10 | 153.33 |
| Trade and Other payables | 293.21 | 136.90 |
| Cash Generated from Operations | 2,009.52 | 2,064.34 |
| Interest paid | 399.33 | 353.00 |
| Taxation for the year | 227.06 | 293.74 |
| Net Cash Generated from Operating Activities | 1,383.13 | 1,417.60 |
| B. Cash Flow from Investing Activities: | | |
| Purchase of Fixed Assets | -5,111.16 | -2,282.18 |
| Net Cash used in Investing Activities | -5,111.16 | -2,282.18 |
| C. Cash Flow From Financial Activities: | | |
| Proceeds from Equity Shares | 239.96 | 382.05 |
| Net Proceeds from Long Term Borrowings | 3,542.88 | 496.21 |
| Net Cash Generated from Financing Activities | 3,782.84 | 878.26 |
| Net increase in Cash and Cash equivalents | 54.81 | 13.68 |
| Cash and Cash equivalents as at Beginning of the Year | 116.54 | 102.86 |
| Cash and Cash equivalents as at End of the Year | 171.35 | 116.54 |

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report of Even Date
For P C N & Associates
Chartered Accountants
Firm Registration No.016016S

For and on behalf of the Board of Directors of
M/s.Vivo Bio Tech Limited

M. Mohana Saradhi
Partner
M. No. 244686

M.Kalyan Ram
Whole Time Director
DIN: 02012580

K.Sri Kalyan
Whole Time Director & CFO
DIN: 03137506

Place : Hyderabad
Date: 30/05/2022

Jyotika Aasat
Company Secretary
M.No.A58136

Consolidated Statement of Changes in Equity for the year ended March 31, 2022

(Rs. in Lakhs, except Share data and where otherwise stated)

a. Equity Share Capital

| | No. of Shares | Amount |
|-----------------------------|---------------|---------|
| Balance as at 31 March 2021 | 1,34,19,520 | 1341.95 |
| Balance as at 31 March 2022 | 1,42,63,520 | 1426.35 |

b. Other Equity

| Particulars | Reserves and Surplus | | | | Total |
|------------------------|----------------------|------------------|-----------------|-------------------|---------|
| | Securities Premium | General Reserves | Capital Reserve | Retained Earnings | |
| At 1 April 2020 | 865.80 | 10.00 | 292.49 | 845.37 | 2013.66 |
| Additions for the Year | 186.20 | 0.00 | 0.00 | 568.23 | 754.43 |
| As At March 31 ,2021 | 1052.00 | 10.00 | 292.49 | 1413.60 | 2768.09 |
| Additions for the Year | 229.25 | 0.00 | 0.00 | 220.16 | 449.41 |
| As At March 31 ,2022 | 1281.25 | 10.00 | 292.49 | 1633.77 | 3217.51 |

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report of Even Date
For P C N & Associates
 Chartered Accountants
 Firm Registration No.016016S

For and on behalf of the Board of Directors of
M/s.Vivo Bio Tech Limited

M. Mohana Saradhi
 Partner
 M. No. 244686

M.Kalyan Ram
 Whole Time Director
 DIN: 02012580

K.Sri Kalyan
 Whole Time Director & CFO
 DIN: 03137506

Place : Hyderabad
 Date: 30/05/2022

Jyotika Asat
 Company Secretary
 M.No.A58136

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

1. Corporate Information :

Vivo Bio Tech is engaged in service of CRO offering Drug Development & Discovery Services to Pharmaceutical & Biotech Companies world-wide in accordance with OECD - GLP, AAALAC & IND guidelines. The company offers services in the areas of In vivo & In vitro toxicity studies, Pharmacological investigations, Pharmacokinetic & toxic kinetic studies, Genotoxicity screening, Analytical services etc. Our experienced & talented scientists offer advice on defining drug development paths tailored to specific molecules.

Our Scientific team provides both regulatory and non-regulatory IND enabling preclinical development services. We are capable of screening & evaluating molecules for various pharmacological & therapeutic properties. Specifically for oncology, our scientists can provide design & development of syngeneic / xenograft models for evaluation of anti-cancer agents. Further, our scientists can customize In vivo DMPK studies to help profile your drug candidate in both rodent and non-rodent animal models.

Vivo Bio has partnered with Taconic Biosciences for sourcing foundation and expansion colonies of the SPF rodent models and have started in-house Breeding & Trading. Vivo Bio has also partnered with Cyagen Biosciences to provide easy access to Genomic Technologies to Indian Biomedical R&D

Vivo together with subsidiary companies is hereinafter referred to as "The Group".

Separate companies setting up as subsidiary companies for In-vivo and In-vitro services

2. Significant Accounting Policies :

(a) Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Company information :

The consolidated financial statements of the Company include subsidiaries listed in the table below:

| Name of Investee | Principal activities | Country of incorporation | Percentage of ownership/ voting rights | |
|---|----------------------|--------------------------|--|-----------|
| | | | 31/Mar/22 | 31/Mar/21 |
| Vivobio Discovery Services Private Limited | R&D activities | India | 100 | 100 |
| Vivobio Labs Private Limited | R&D activities | India | 100 | 100 |
| Surlogic Life Consultancy Private Limited | R&D activities | India | 100 | 100 |
| Vivobio Consulting Services Private Limited | Consulting Services | India | 100 | 100 |

(c) Basis of consolidation :

- (i) The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Company. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.
- (ii) Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss 136 from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

- (iii) The consolidated financial statements of the Company combines financial statements of the Parent Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-Company assets, liabilities, income, expenses and unrealised profits/losses on intra Company transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

(d) Basis of Preparation :

These Financial statements have been prepared in Indian Rupee which is the Functional Currency of the Company.

These financial statements have been prepared on a historical cost basis, except for certain Financial Instruments which are measured at Fair Value or amortised cost at the end of each reporting Period, as explained in the Accounting Policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

The statement of cash flows has been prepared under indirect method.

(e) Use of Estimates and Judgements:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

- i) Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.
- ii) Current income taxes: The Company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such final determination is made.
- iii) Deferred Income taxes: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

iv) Useful Life of property, plant and equipment The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(f) Revenue Recognition :

Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

• Sale of Goods:

Revenue from the sale of goods are recognized when there is persuasive evidence, usually in the form of an executed sales agreement at the time of delivery of the goods to customer, indicating that there has been a transfer of risks and rewards to the customer, no further work or processing is required, the quantity and quality of the goods has been determined, the price is considered fixed and generally title has passed.

• Interest Income:

Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(g) **Cost Recognition :** Cost and expenses are recognised when incurred and have been classified according to their nature. The costs of the Company are broadly categorised in employee benefit expenses, depreciation and amortisation expense, Finance Cost and Administrative and other Operating expenses. Employee benefit expenses include Salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Administrative and Other Operating expenses include Power & Fuel, Fees to external consultants, facility expenses, travel expenses, etc.

(h) **Foreign Currency :** Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

(i) **Financial assets and liabilities** are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Cash and Cash Equivalents : Cash and cash equivalents comprise cash at bank and in hand. Deposits with banks subsequently measured at amortized cost.

Financial Assets at amortised cost :

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income :

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss :

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

Financial Liabilities :

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments :

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue cost.

- (j) **Provisions and Contingent Liabilities :** A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

There are no Contingent liabilities as at balance sheet date hence disclosure requirements in Financial statements are not arise.

- (k) **Property, plant and equipment :** Property, plant and equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation (other than freehold land) and impairment loss, if any.

Depreciation is provided for property, plant and equipment on a straight line basis so as to expense the cost less residual value over their estimated useful lives based on a technical evaluation. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives (years) are as mentioned below:

| | |
|---|----|
| Buildings | 30 |
| Plant and Machinery | 15 |
| Furniture & fixtures, Electrical Equipment, Lab Equipment | 10 |
| Vehicles | 8 |
| Office equipment | 5 |
| Computers | 3 |

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

- (l) **Intangible assets:**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Technical Knowhow: Salaries and other cost paid to resources working on new products are capitalized as intangible asset under the head "Technical Knowhow". Management has estimated life of this product is about 10 years subject to certain improvements to the same product/source code.

Computer Software: The Company amortizes Computer software using the straight-line method over a period of 6 years.

- (m) **Impairment :**

- (i) **Financial assets :** (other than at fair value) The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets are impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(ii) Non-financial assets :

Tangible and intangible assets :

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

(n) Employee benefits :

(i) Defined contribution plans :

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

(ii) Short-term employee benefits :

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, Bonus, Earned Leave etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(o) Earnings per share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.1 (1)

The changes in the carrying value of property, plant and equipment are as follows

| Property, Plant and Equipment | Land | Building | Plant & Machinery | Electrical Equipment | Laboratory Equipment | Office Equipment | Computers | Furniture & Interior | Vehicles | Total |
|-------------------------------|----------|----------|-------------------|----------------------|----------------------|------------------|-----------|----------------------|----------|-----------|
| Cost | | | | | | | | | | |
| As at March 31, 2020 | 269.93 | 316.62 | 165.27 | 105.77 | 3,363.36 | 53.98 | 55.93 | 477.27 | 256.74 | 5,064.89 |
| Additions | | | | 34.12 | 1,417.34 | | 6.47 | 110.68 | | 1,568.61 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2021 | 269.93 | 316.62 | 165.27 | 139.88 | 4,780.70 | 53.98 | 62.40 | 587.96 | 256.74 | 6,633.50 |
| Additions | 2,018.07 | 1,432.26 | - | 264.73 | 594.09 | | 33.23 | 236.10 | - | 4,578.50 |
| Disposals | | | | | | | | | | .00 |
| As at March 31, 2022 | 2,288.01 | 1,748.88 | 165.27 | 404.62 | 5,374.80 | 53.98 | 95.63 | 824.06 | 256.74 | 11,211.99 |
| Depreciation | | | | | | | | | | |
| As at March 31, 2020 | - | - | 73.03 | 73.03 | 1,702.31 | 45.40 | 50.62 | 107.80 | 151.43 | 2,203.61 |
| Charge for the period | | | 16.08 | 7.16 | 267.54 | 3.13 | 2.69 | 42.11 | 20.11 | 358.84 |
| Disposals | | | | | | | | | | |
| As at March 31, 2021 | - | - | 89.11 | 80.19 | 1,969.85 | 48.54 | 53.31 | 149.90 | 171.54 | 2,562.44 |
| Charge for the period | | 6.15 | 12.23 | 11.28 | 379.13 | 1.87 | 8.82 | 58.40 | 17.01 | 494.89 |
| Disposals | | | | | | | | | | - |
| As at March 31, 2022 | - | 6.15 | 101.35 | 91.47 | 2,348.98 | 50.41 | 62.13 | 208.31 | 188.54 | 3,057.33 |
| Net Block | | | | | | | | | | |
| As at March 31, 2022 | 2,288.01 | 1,742.74 | 63.92 | 313.15 | 3,025.81 | 3.57 | 33.51 | 615.75 | 68.20 | 8,154.67 |
| As at March 31, 2021 | 269.93 | 316.62 | 76.16 | 59.69 | 2,810.85 | 5.45 | 9.09 | 438.05 | 85.20 | 4,071.05 |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO 1 (2): CAPITAL WORK IN PROGRESS

| Particulars | Capital Work in progress |
|-----------------------------|--------------------------|
| As at March 31, 2020 | 15.36 |
| Additions | 17.14 |
| Disposals | |
| As at March 31, 2021 | 32.49 |
| Additions | 54.14 |
| Disposals | |
| As at March 31, 2022 | 86.64 |
| Depreciation | |
| As at March 31, 2020 | - |
| Charge for the period | - |
| Disposals | - |
| As at March 31, 2021 | - |
| Charge for the period | - |
| Disposals | - |
| As at March 31, 2022 | - |
| Net Block | |
| As at March 31, 2022 | 86.64 |
| As at March 31, 2021 | 32.49 |

NOTE NO 1 (3): INTANGIBLE ASSETS

| Intangible Assets | Technical Know How | Computer Software | Total |
|-----------------------------|--------------------|-------------------|----------------|
| As at March 31, 2020 | 1125.06 | 346.18 | 1471.24 |
| Additions | 196.44 | 500.00 | 696.44 |
| Disposals | | | |
| As at March 31, 2021 | 1321.50 | 846.18 | 2167.69 |
| Additions | - | 472.00 | 472.00 |
| Disposals | | | |
| As at March 31, 2022 | 1321.50 | 1318.18 | 2639.69 |
| Depreciation | | | |
| As at March 31, 2020 | 738.42 | 95.34 | 833.76 |
| Charge for the period | 110.13 | 90.17 | 200.31 |
| Disposals | | | |
| As at March 31, 2021 | 848.55 | 185.52 | 1034.07 |
| Charge for the period | 91.82 | 151.43 | 243.25 |
| Disposals | | | |
| As at March 31, 2022 | 940.38 | 336.95 | 1277.32 |
| Net Block | | | |
| As at March 31, 2022 | 381.13 | 981.24 | 1362.36 |
| As at March 31, 2021 | 472.95 | 660.67 | 1133.62 |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.2 : OTHER NON - CURRENT ASSETS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|----------------------|--------------|--------------|
| Unamortised Expenses | 41.71 | 6.49 |
| Total | 41.71 | 6.49 |

NOTE NO. 3 : INVENTORIES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|-----------------|
| Live Stock, Animal Feed, Stores & Spares | 981.20 | 1,327.73 |
| Total | 981.20 | 1,327.73 |

NOTE NO. 4 : TRADE AND OTHER RECEIVABLES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------|-----------------|---------------|
| Secured, Considered Good | | |
| Below 6 months | 1,102.69 | 678.29 |
| Above 6 months | 99.74 | 51.01 |
| Total | 1,202.43 | 729.30 |

Trade Receivables ageing schedule as on March 31, 2022 :

| Particulars | Less than 6 months | 6 months -1 year | 1-2 Years | 2-3 years | More than 3 years | Total |
|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| (i) Undisputed Trade receivables – considered good | 1,102.69 | 99.74 | | | | 1,202.43 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | | - |
| (iv) Disputed Trade Receivables–considered good | | | | | | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | - |

Trade Receivables ageing schedule as on March 31, 2021 :

| Particulars | Less than 6 months | 6 months -1 year | 1-2 Years | 2-3 years | More than 3 years | Total |
|--|--------------------|------------------|-----------|-----------|-------------------|--------|
| (i) Undisputed Trade receivables – considered good | 678.29 | 51.01 | | | | 729.30 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | | - |
| (iv) Disputed Trade Receivables–considered good | | | | | | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | - |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | - |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 5 : CASH AND BANK BALANCES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|------------------------------------|---------------|---------------|
| Cash and Cash Equivalents : | | |
| a) Balances with Banks : | | |
| 1) On Current Accounts | 9.20 | 16.66 |
| b) Cash on hand | 22.14 | 0.15 |
| Sub Total | 31.34 | 16.81 |
| Other Bank Balances | | |
| a) On Deposit Accounts | 140.02 | 99.73 |
| Sub Total | 140.02 | 99.73 |
| Total | 171.35 | 116.54 |

NOTE NO. 6 : SHORT TERM LOANS AND ADVANCES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--------------------------|---------------|---------------|
| Unsecured | | |
| Other Loans and Advances | 71.15 | 288.51 |
| Secured | | |
| Refundable Deposits | 88.11 | 187.11 |
| Total | 159.25 | 475.61 |

NOTE NO.7 : OTHER CURRENT ASSETS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------|--------------|--------------|
| TDS Receivable and Others | 88.92 | 59.49 |
| Total | 88.92 | 59.49 |

NOTE NO. 8 SHARE CAPITAL

| Particulars | Nos. | Amount |
|---|--------------------|-----------------|
| Authorised: (2,00,00,000 Equity Shares of Rs.10/- each.) | 2,00,00,000 | 2,000.00 |
| Issued Subscribed & Paid Up Share Capital: | No. | Amount |
| Subscribed & Fully Paid Up: | | |
| As At March 31 , 2020 | 1,28,87,520 | 1,288.75 |
| Add: Issued During the Year | - | - |
| Warrants Converted in to Equity Shares | 5,32,000 | 53.20 |
| As At March 31 , 2021 | 1,34,19,520 | 1,341.95 |
| Add: Issued During the Year | | |
| Warrants Converted in to Equity Shares | 6,55,000 | 65.50 |
| ESOP's Alloted during the year | 1,89,000 | 18.90 |
| As At March 31 , 2022 | 1,42,63,520 | 1,426.35 |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 8 SHARE CAPITAL (contd.)

Reconciliation of Shares Outstanding at Beginning and End of the Reporting Year

| Equity Shares | Mar 31, 2022 | | Mar 31, 2021 | |
|-------------------------------------|--------------------|-----------------|--------------------|-----------------|
| | No's | Amount | No's | Amount |
| As at Beginning of the Year | 1,34,19,520 | 1,341.95 | 1,28,87,520 | 1,288.75 |
| Shares Issued During the Year | - | - | - | - |
| Warrants Converted to Equity Shares | 6,55,000 | 65.50 | 5,32,000 | 53.20 |
| ESOPs Allotment During the Year | 1,89,000 | 18.90 | | .00 |
| As at End of the Year | 1,42,63,520 | 1,426.35 | 1,34,19,520 | 1,341.95 |

Details of Share Holders Holding More than 5% Shares in the Company

| Name of the Share Holder | Mar 31, 2022 | | Mar 31, 2021 | |
|---|--------------|--------------------|--------------|--------------------|
| | Nos | % of Share Holding | Nos | % of Share Holding |
| Vira Systems Private Limited | 13,45,000 | 9.43 | 13,45,000 | 10.02 |
| Elite Class Asset Holdings Ltd | 13,00,000 | 9.11 | 13,00,000 | 9.69 |
| Mallemkonda Realities Private Limited | 9,17,475 | 6.43 | 11,00,000 | 8.20 |
| Northern Union Ltd | - | - | 10,35,000 | 7.71 |
| Rite Equity SDN BHD | 10,35,000 | 7.26 | - | - |
| Veau Smart Infra Private Limited | 4,99,299 | 3.50 | 9,00,000 | 6.71 |
| More Agri Supplies and Services Private Limited | 4,95,896 | 3.48 | 9,00,000 | 6.71 |
| Iragavarapu Constructions Private Limited | 9,00,000 | 6.31 | 7,50,000 | 5.59 |
| Max Cell Phone Communications India Private Limited | 12,00,000 | 8.41 | 9,70,000 | 7.23 |

NOTE NO. 9 OTHER EQUITY

| Particulars | Securities Premium | General Reserves | Capital Reserve | Retained Earnings | Total |
|-----------------------------|--------------------|------------------|-----------------|-------------------|-----------------|
| As At March 31, 2020 | 865.80 | 10.00 | 292.49 | 845.37 | 2,013.66 |
| Additions for the Year | 186.20 | 0.00 | 0.00 | 568.23 | 754.43 |
| As At March 31, 2021 | 1,052.00 | 10.00 | 292.49 | 1,413.60 | 2,768.09 |
| Additions for the Year | 229.25 | 0.00 | 0.00 | 220.16 | 449.41 |
| As At March 31, 2022 | 1,281.25 | 10.00 | 292.49 | 1,633.77 | 3,217.51 |

NOTE NO. 10 : LONG TERM BORROWINGS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|-----------------|-----------------|
| Secured | | |
| Vehicle Loans | 22.92 | 42.11 |
| Term Loans | 5,015.54 | 1,504.16 |
| Repayable in next 12 months | -644.13 | -438.47 |
| Biotech Consortium India Ltd. A/c SBIRI | 119.49 | 134.51 |
| Unsecured | | |
| Other Long Term Borrowings | 494.02 | 222.64 |
| Total | 5,007.83 | 1,464.95 |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 11 : LONG TERM PROVISIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|------------------------|--------------|--------------|
| Provision for Gratuity | 55.42 | 47.83 |
| Total | 55.42 | 47.83 |

NOTE NO. 12 : DEFERRED TAX LIABILITY

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|---------------|--------------|
| Opening Deferred Tax Liability | 3.14 | -154.83 |
| Deferred Tax Liability for the year (Due to SLM and WDV Difference) | 151.22 | 157.97 |
| Deferred Tax Liability for the year (Due to Others) | - | - |
| Total | 154.36 | 3.14 |

NOTE NO. 13 : SHORT TERM BORROWINGS.

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---------------------------------------|-----------------|-----------------|
| Loans repayable on demand: | | |
| From banks | | |
| Secured | 1,091.91 | 1,192.23 |
| Term Loan repayable in next 12 months | 644.13 | 438.47 |
| Total | 1,736.04 | 1,630.71 |

NOTE NO. 14 : TRADE PAYABLES & OTHER CURRENT LIABILITES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|---------------|
| Trade Payables and Other Current Liabilities | 231.61 | 138.83 |
| Total | 231.61 | 138.83 |

Trade payables ageing schedule for the year ended as on March 31, 2022 :

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| i) Others | 231.61 | - | - | - | 231.61 |
| ii) Disputed dues — MSME | - | - | - | - | - |
| iii) Disputed dues - Others | - | - | - | - | - |

Trade payables ageing schedule for the year ended as on March 31, 2021 :

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| i) Others | 138.83 | - | - | - | 138.83 |
| ii) Disputed dues — MSME | - | - | - | - | - |
| iii) Disputed dues - Others | - | - | - | - | - |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 15 : SHORT TERM PROVISIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-------------------------------------|---------------|---------------|
| a) Provisions for Employee Benefits | 44.65 | 129.16 |
| b) Provision for Taxes | 75.85 | 135.76 |
| c) Provision for Expenses | 0.44 | 0.00 |
| d) Statutory dues | 229.51 | 149.24 |
| Total | 350.45 | 414.17 |

NOTE NO. 16 : REVENUE FROM OPERATIONS

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-------------------------|-----------------|-----------------|
| Revenue from Operations | 5,139.10 | 5,177.52 |
| Total | 5,139.10 | 5,177.52 |

NOTE NO. 17 : OTHER INCOME

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|-----------------|--------------|--------------|
| Interest Income | 9.83 | 7.87 |
| Total | 9.83 | 7.87 |

NOTE NO. 18 : CHANGE IN INVENTORIES & WIP.

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|----------------|
| Finished Goods | | |
| Finished goods at the beginning of the year | 1,327.73 | 1,057.87 |
| Less : Finished goods at the end of the year | 981.20 | 1,327.73 |
| Total | 346.52 | -269.86 |

NOTE NO. 19 : EMPLOYEE BENEFIT EXPENSES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|---|---------------|---------------|
| (a) Salaries & Wages | 879.56 | 810.69 |
| (b) Contribution to Provident & Other Funds | 39.96 | 34.00 |
| (c) Staff Welfare Expenses | 22.66 | 12.30 |
| Total | 942.19 | 856.99 |

NOTE NO. 20 : FINANCE COST

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|---------------|---------------|
| Interest on Working Capital & Term Loans | 399.33 | 353.00 |
| Total | 399.33 | 353.00 |

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO. 21 : ADMINISTRATIVE AND OTHER OPERATING EXPENSES

| Particulars | Mar 31, 2022 | Mar 31, 2021 |
|--|----------------|----------------|
| (a) Power & Fuel | 355.55 | 578.10 |
| (b) Rent | 412.63 | 421.52 |
| (c) Telephone, Postage and Others | 39.94 | 37.90 |
| (d) Business Promotion Expenses | 12.15 | 366.17 |
| (e) Travelling Expenses | 47.13 | 90.93 |
| (f) Repairs & Maintenance | 21.24 | 8.51 |
| (g) Office Maintenance | 58.66 | 56.46 |
| (h) Printing & Stationery Expenses | 13.96 | 6.93 |
| (i) Rates & Taxes | 188.49 | 135.49 |
| (j) Consultancy Charges | 223.05 | 76.59 |
| (k) Net loss on foreign currency transaction | 9.77 | -2.35 |
| (l) Insurance | 20.96 | 17.39 |
| (m) Renewals, Subscriptions, Seminar Fee | 39.57 | 23.93 |
| (n) Bank Charges | 27.67 | 14.46 |
| (o) Payment to Auditors: | | |
| (i) As Auditor | 0.96 | 1.56 |
| Total | 1471.74 | 1833.59 |

NOTE NO.22:

Details of Primary and Collateral Securities (For Liabilities referred in Note No.11 & 14)

Hypothecation of Plant and Machinery, Equipment (Movable Assets), Commercial Property and Personal guarantee of the Promoter of the Company.

Hypothecation of Movable Assets:

1. M/s. Canara Bank, Mid Corporate Branch, Hyderabad, having Hypothecation of Fixed Assets financed by them through Term Loan.
2. Charge on stock (including live stock) & Receivables and Current Assets except Cash and Bank balances of the company by M/s Canara Bank, Mid Corporate Branch for working capital limits.
3. M/s. Department of Bio Technology, New Delhi having Hypothecation of Laboratory Equipment.

Collateral Securities :

1. EMT on land Acres 9.15 guntas in the name of M/s. Vivo Bio Labs Private Limited situated at Sy No. 91,101&102, Lakshmapalli Village, Gajwel Mandal, Medak District, Telangana for Tem Loan and Working Capital given by M/s.Canara Bank, Mid Corporate Branch, Hyderabad.
2. EMT on Land Acrs 4.34 guntas in the name of M/s. Surlogic Life Consultancy Private Limited situated at Sy No. 92, Lakshmapalli Village, Gajwel Mandal, Medak District, Telangana for Tem Loan and Working Capital given by M/s.Canara Bank, Mid Corporate Branch, Hyderabad.
3. EMT on land admeasuring 595 Sy Yards in the name of M/s. Vivo Bio Tech Limited situated at Plot No 87, Balamrai Co operative society, Mahendrahills, East Marredpally, Secunderabad for Loan against property given by The South Indian Bank Limited.
4. EMT on Land Square Yards 1,12,832.5 & Building Sq 117197 Yards in the name of M/s. Vivo Bio Tech Limited at Sy No. 350/A, 350/C, 350/A, 351, 351/B, 349/A Pregnapur Village, Gajwel Mandal, Siddipet District, Telangana for Tem Loan given by M/s. Canara Bank, Mid Corporate Branch, Hyderabad for purchase of Land and Building.

Personal Guarantee

1. Mr. Viswanath Kompella has given personal guarantee for all loans
2. Smt K Madhavi Latha has given personal guarantee for all loans taken from M/s. Canara Bank

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.22: (contd.)

Corporate Guarantee, to M/s. Canara Bank, IF Branch, from following companies:

1. M/s Maxcell Phones Communications India Private Limited
2. M/s Vira Systems Private Limited
3. M/s Iron Age India Private Limited
4. M/s Iragavarapu Constructions Private Limited
5. M/s P K I Solutions Private Limited
6. M/s Every wear Imports & Exports Private Limited
7. M/s VIVO Bio Labs Private Limited
8. M/s Surlogic Life Consultancy Private Limited

NOTE NO.23:

Consumables and other than Live Stock are valued at cost or realizable value whichever is less. Since company is breeding and trading activity of Rodents and cost of rodent stock can't be ascertained hence rodents in stock valued at realizable Value. With regards to other stock like rodent Feed, bedding material, Transit cages, Stores and Spares are valued at cost or realizable value whichever is lower.

NOTE NO.24: EARNING PER SHARE

The earnings considered in ascertaining the companies earning per share comprise net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

| Particulars | 2021-22 | 2020-21 |
|---|---------|---------|
| Profit available for the equity share holders | 220.16 | 568.23 |
| Weighted average number of shares for Basic EPS | 141.41 | 134.20 |
| Weighted average number of shares for Diluted EPS | 141.64 | 135.62 |
| Basic | 1.56 | 4.23 |
| Diluted | 1.56 | 4.19 |

NOTE NO.25:

The Company has been awarded soft loan given by SBIRI (Small Business Innovation Research Initiative), Department of Bio Technology, towards the project – "Production of recombinant eventide (Incretin mimetic like GLP-1) (Phase II) a new generation cure for Diabetes" given specifically for the R&D work being carried out by company's biologic division operating from the facility located at Pothaipally Village, Hakimpet recognized by DSIR (Department of Scientific and Industrial Research) as in-house R&D unit vide approval F.No. TU/IV-RD/2740/2010.

A separate mortgage is created for the whole of movable and immovable properties acquired from the loan sanctioned by the DBT under the SBIRI scheme including its movable plant and machinery, machinery spares, tools and accessories and other movables both present and future (except book debts).

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.26: RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large.

Related Party Disclosures

a) Subsidiary Companies:

1. Vivobio Labs Private Limited
2. Vivo Bio Discovery Services Private Limited
3. Surlogic Life Consultancy Services Private Limited
4. Vivobio Consulting Services Private Limited (Formerly Known as Donakanti Consultancy services Private Limited)

b) Directors:

1. Sunder Kanaparthi
2. Kalyan Ram Mangipudi
3. Sankaranarayanan Alangudi
4. Sri Kalyan Kompella
5. Shivanand Nayak Karopadi
6. Hariharan Ravindran
7. Kunda Kalpana
8. KTV Kaladhar (Upto 03/11/2021)

c) Key Management Personnel:

| S. No. | Name | Designation |
|--------|--|---|
| 1 | M. Kalyan Ram | Whole Time Director |
| 2. | Sri Kalyan Kompella (w.e.f 03/11/2021) | Whole Time Director & Chief Financial Officer |
| 3. | A. Karthik | Company secretary |
| 4. | Sankaranarayanan Alangudi (w.e.f 06/01/2022) | Whole Time Director |
| 5. | KTV Kaladhar (Upto 03/11/2021) | Whole Time Director & CFO |

d) Other Related Party:

- 1) Virinchi Limited

The followings are the related party transactions:

| Name of the related Party | Nature of transaction | Current year | Previous Year |
|---------------------------|---|--------------|---------------|
| M. Kalyan Ram | Remuneration | 8.61 | 8.62 |
| KTV Kaladhar | Remuneration | 6.64 | 6.33 |
| Sri Kalyan Kompella | Remuneration | 3.70 | 0.00 |
| Sankaranarayanan Alangudi | Remuneration | 2.87 | 0.00 |
| A.Karthik | Remuneration | 9.01 | 7.42 |
| Viswanath Kompella | Remuneration | 150.00 | 70.00 |
| Madhavi Latha | Remuneration | 90.00 | 30.00 |
| Virinchi Limited | Computer software purchased from virinchi | 472.00 | 500.00 |

* Sri Kalyan Kompella was appointed as the Whole Time Director & CFO of the Company w.e.f November 03, 2021

** Sankaranarayanan Alangudi was appointed as the Whole Time Director of the Company w.e.f January 06, 2022

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE NO.26: RELATED PARTY TRANSACTIONS (contd.)

Details of Loans and Advances given to Related Parties:

| S. No. | Name of the Related Party | Relationship | Amount Outstanding as on 31-03-2022 |
|--------|---|-------------------------|-------------------------------------|
| 1. | Vivo Bio Labs Private Limited | Wholly Owned Subsidiary | 18.78 |
| 2. | Vivobio Consulting Services Private Limited (Formerly Known as Donakanti Consulting Services Private Limited) | Wholly Owned Subsidiary | 101.25 |
| 3. | Vivo Bio Discovery Services Private Limited | Wholly Owned Subsidiary | 6.06 |
| 4. | Surlogic Life Consultancy Private Limited | Wholly Owned Subsidiary | 34.12 |

NOTE NO.27:

Statement of ESOP Vested and Exercised during the Current Financial Year:

| Sl.No | Description | Year ended 31-03-2022 |
|-------|--|-----------------------|
| 1 | Number of Options Outstanding at the beginning of the year (Un granted) | 20,58,000 |
| 2 | Number of options granted during the year | Nil |
| 3 | Number of options forfeited/lapsed during the year | Nil |
| 4 | Number of options vested during the year | 1,29,000 |
| 5 | Number of options exercised during the year | 1,89,000 |
| 6 | Number of shares arising as a result of exercise of options | 1,89,000 |
| 7 | Amount realized by exercise of options (Rs.) | 18,90,000 |
| 8 | Number of Options Outstanding at the end of the year | 20,58,000 |
| 9 | Number of Options exercisable at the end of the year | 3,39,000 |

NOTE NO.28:

Foreign Currency Outflow during the year is Rs. 494 Lakhs (Previous Year – Rs 417 Lakhs).

NOTE NO.29:

Foreign Currency Inflow during the year is Rs. 330 Lakhs (Previous Year – Rs. 185 Lakhs.)

NOTE NO.30:

There are no dues to MSME Units outstanding for more than 45 days.

NOTE 31: ADDITIONAL REGULATORY INFORMATION

- i. The Company is in possession of immovable property and title deeds are held in the Name of the company.
- ii. The Company has not revalued any of its Property, Plant and Equipment during the year.
- iii. The Company has not granted any loans or advances in the nature of loans to directors, KMPs
- iv. There are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- v. The Company has borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- vi. The Company is not declared as willful defaulter by any bank or financial Institution or other lenders.
- vii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

NOTE: 32

The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

NOTE: 33

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

NOTE: 34

There are no significant events that occurred after the balance sheet date.

NOTE: 35

The Company has not declared any dividend during the year.

NOTE: 36

In the opinion of the management, the assets as shown in the financial Statements have a value on realization in the ordinary course of business of at least equal to the amount at which they are stated in the balance sheet.

NOTE NO: 37

Previous year's numbers have been regrouped, rearranged, re casted, wherever necessary to conform to Current Year Classification.

As per our Report of Even Date

For P C N & Associates

Chartered Accountants
Firm Registration No.016016S

M. Mohana Saradhi

Partner
M. No. 244686

Place : Hyderabad
Date: 30/05/2022

For and on behalf of the Board of Directors of

M/s.Vivo Bio Tech Limited

M.Kalyan Ram

Whole Time Director
DIN: 02012580

Jyotika Asat

Company Secretary
M.No.A58136

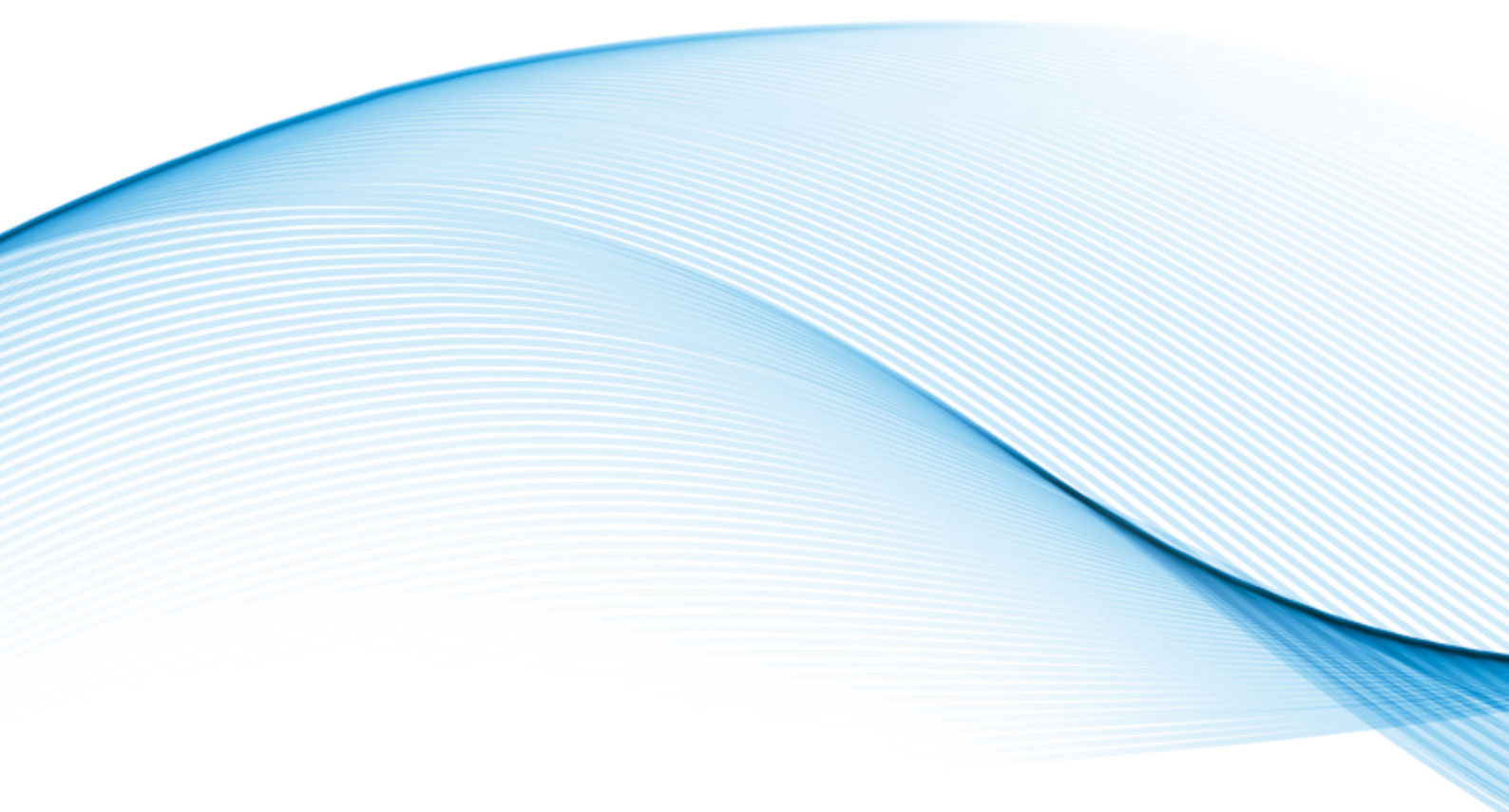
K.Sri Kalyan

Whole Time Director & CFO
DIN: 03137506

Consolidated Notes and other explanatory information to financial statements for the year ended March 31, 2022

(Rs. in Lakhs, except for share data or as otherwise stated)

| | | Net Assets (TA-TL) | | Share in Profit/(Loss) | Amounts |
|-----------------------------------|---|---------------------------------|---------|------------------------|---------|
| | | As % of Consolidated Net Assets | Amounts | | |
| Parent | Vivo Bio Tech Limited | 99.979 | 4551.91 | 100.073 | 220.33 |
| Subsidiaries- Wholly Owned | Indian | | | | |
| | Vivo Bio Labs Private Limited | 0.002 | .11 | -0.027 | -.06 |
| | Vivo Bio Discovery Services Private Limited | 0.010 | .46 | -0.005 | -.01 |
| | Surlogic Life Consultancy Private Limited | -0.004 | -.18 | -0.027 | -.06 |
| | Vivobio Consulting Services Private Limited (Formerly Donakanti Consulting Services Private Limited) | 0.013 | .58 | -0.014 | -.03 |



If undelivered, please return to:

Vivo Bio Tech Ltd.
Your Drug Discovery Partner

Survey #349/A, Pregnapur Village,
Gajwel, Siddipet District, Hyderabad,
Telangana - 502311.

www.vivobio.com