

6<sup>th</sup> September, 2021

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

Dear Sir/Madam,

**Sub: Submission of Annual Report along with notice of Annual General Meeting (AGM) of the Company for FY 2020-21. -Reg.**

**Ref: 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 34<sup>th</sup> Annual General Meeting of the Members of Vivo Bio Tech Limited scheduled to be held on Tuesday, 28<sup>th</sup> September, 2021 at 03:30 PM (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) and Annual Report for the FY 2020-21. The same is also made available on the website of the Company at: [www.vivobio.com](http://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 34<sup>th</sup> AGM of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Vivo Bio Tech Limited**

  
A. Karthik  
Company Secretary





Vivo Bio Tech Limited  
Annual Report 2020-21

## Moving towards drug discovery services

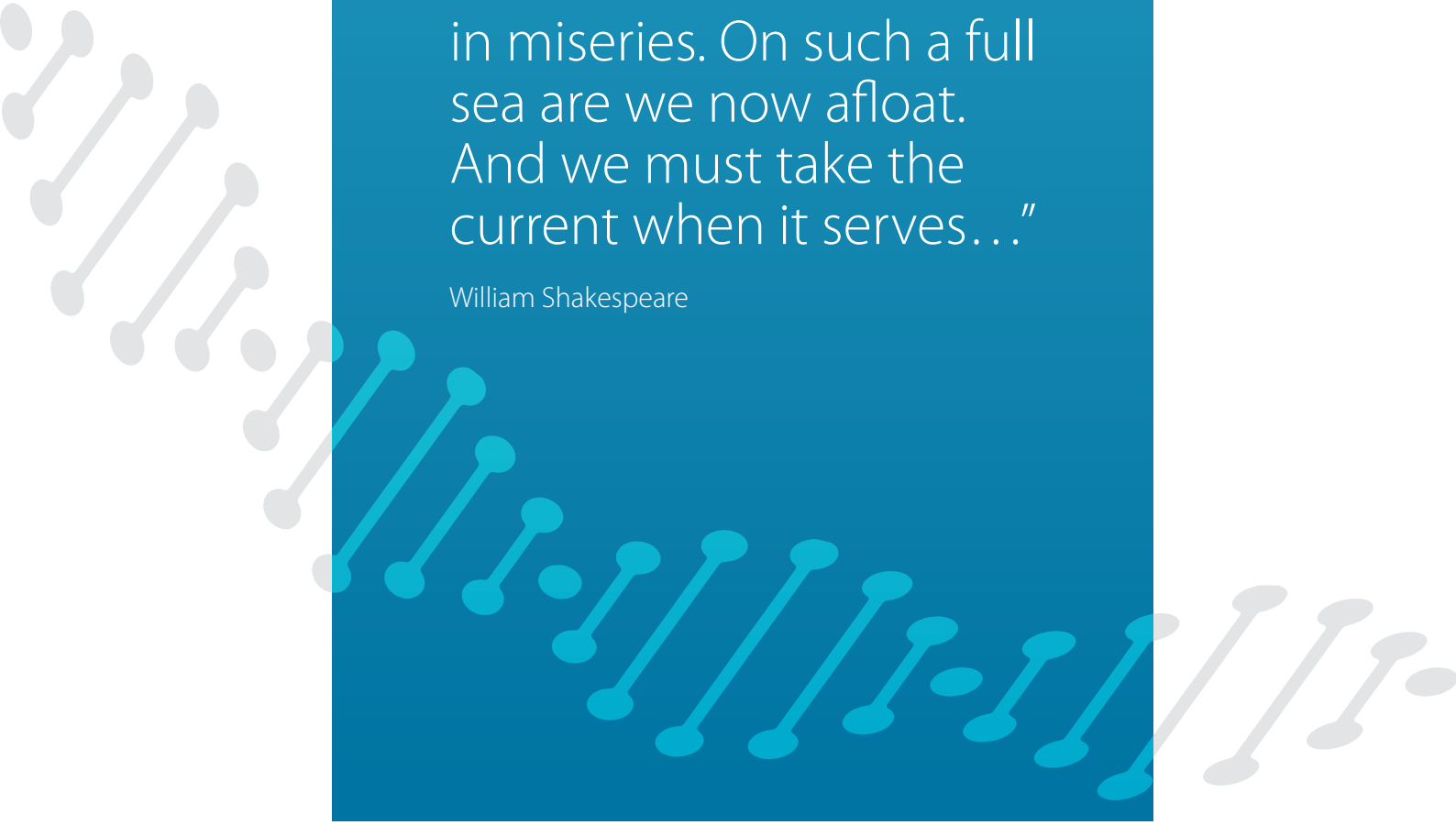
How Vivo Bio Tech Limited is extending its business  
model into a new and attractive segment

# Contents

<b>02</b> CORPORATE SNAPSHOT	<b>06</b> MILESTONES	<b>08</b> STRATEGIC OVERVIEW	<b>09</b> OUR SERVICE PORTFOLIO AND THEIR RICH POTENTIAL
<b>10</b> DRUG DISCOVERY SERVICES: THE FUTURE OF OUR COMPANY	<b>13</b> THE INCREASED RELEVANCE OF THE GLOBAL CONTRACT RESEARCH MODEL	<b>16</b> THE INDIA ADVANTAGE AS A CRO DESTINATION	<b>18</b> HOW THE COMPANY PERFORMED ACROSS THE YEARS
<b>20</b> HOW WE HAVE STRENGTHENED OUR BUSINESS DOWN THE YEARS	<b>21</b> HOW WE ENHANCE VALUE FOR OUR CUSTOMERS	<b>22</b> OUR STATE- OF-THE-ART INFRASTRUCTURE	<b>24</b> VIVO BIO TECH AND ITS TOXICOLOGY STUDIES
<b>27</b> HEALTH, SAFETY AND ENVIRONMENT	<b>28</b> BOARD OF DIRECTORS	<b>30</b> CORPORATE INFORMATION	<b>31</b> NOTICE
<b>43</b> BOARD'S REPORT	<b>52</b> MANAGEMENT DISCUSSION AND ANALYSIS	<b>57</b> REPORT ON CORPORATE GOVERNANCE	
<b>84</b> STANDALONE FINANCIAL STATEMENTS	<b>109</b> 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.



“There is a tide in the affairs of men, which taken at the flood, leads on to fortune. Omitted, all the voyage of their life is bound in shallows and in miseries. On such a full sea are we now afloat. And we must take the current when it serves...”

William Shakespeare

Vivo Bio Tech Limited is an exciting proxy of the emerging opportunities in the global drug discovery services sector.

The company is evolving from its long-standing presence in the laboratory animals segment.

The company is extending into a full-service Contract Research Organisation (CRO) offering drug development and discovery services coupled with In vivo and In vitro toxicity studies.

This opens the Company into a vast universe of opportunities and possibilities, auguring attractive and profitable growth across the foreseeable future.



#### Strategy

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

#### Mission

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



## Clientele

The Company has 190 clientele spread across the CRO, Research institutes, Agro, Medical devices and Diagnostics segments.



## 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 business

Vivo Bio Tech Limited has emerged as a full service contract research organisation, offering drug development and discovery services to pharmaceutical and biotech companies worldwide (in line with OECD-GLP and AAALAC guidelines). The Company provides services of in-vitro, in-vivo, toxicity studies, pharmacological investigations, pharmacokinetic and toxicokinetic studies, making it a dependable one-stop solutions provider.

## Infrastructure

The Company comprises a state-of-the-art pre-clinical research facility spread over 1,50,000 sq. ft., designed and built for experimentation and animal breeding facilities. Besides, Vivo Bio Tech's facility comprises advanced equipment sourced from reputable vendors for exceptional quality conduct of the studies.

## Leadership

The Company is stewarded by a competent Board of Directors, which comprises Chairman Mr. Sunder Kanaparthi and a talented scientific advisory board comprising Dr. KS Nayak, among the pioneers of Peritoneal Dialysis and Cadaver Kidney Transplantation in India.

## Our team

The Company comprises a knowledge-driven team of professionals working in the toxicology and animal husbandry segments. Vivo Bio Tech consisted of a team of 143 employees as on March 31, 2021.

## Geographical presence

The Company's infrastructure comprises a 1,50,000 sq. ft. facility in Hyderabad (Telangana). Besides, the Company services the growing needs of research and studies for customers based in India and the USA.

## Partnerships

Vivo Bio Tech entered into a partnership with a leading international lab animal breeding company for sourcing foundation and expansion colonies of SPF rodent models before commissioning in-house breeding and trading. The Company partnered Cyagen Biosciences to access genomic technologies.

## Accreditations

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

39.84

% Promoter and promoter Group shareholding

SHAREHOLDING PATTERN (AS ON JUNE 30, 2021)

60.16

% Public shareholding



## KEY NUMBERS

1,50,000

Sq. ft., Standalone preclinical research leased facility

1

Largest and pioneering specific pathogen-free lab animal supplier in India

190

Number of customers





# Milestones



**2007**

▶ Vivo Bio Tech secured status of a Research Establishment vide No. 1117/C/07/ CPCSEA from the Ministry of Environment & Forests, Government of India, for its preclinical research facility

**2008**

▶ The Company secured the status of a Research Establishment vide No. TU/1VRD/2740/2007 from the Department of Scientific & Industrial Research (DSIR), Ministry of Science & Technology, Government of India, for its custom research facility

**2009**

▶ The Company received a SEZ gazette notification from Government of India, for the Company's land (10.93 hectares) at Pregnapur for developing a biotech specific Special Economic Zone vide No. F.1/139/2007

**2010**

▶ The Company commenced operations at a 1,25,000 sq. ft. preclinical research facility – Small Animals (rats, mice, rabbits, hamsters and guinea pigs)

**2011**

▶ The Vivo Bio Tech preclinical research facility received Full Accreditation by AAALAC International



### 2013

▶ The Company partnered a leading international lab animal breeding company to provide an international quality of lab animals

### 2016

▶ The Company was audited by CIBRC in September 2016 and certified for agrochemical testing for toxicology studies. The Company partnered Cyagen Biosciences to access genomic technologies

### 2017

▶ The Company commenced the breeding and distribution of SPF guinea pigs

### 2019

▶ Vivo Bio Tech Ltd. 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.

# Strategic overview

There comes a time in the existence of organisations when a company must graduate from one level to another through a decisive extension of their business model.

That moment transpired during the year under review when the management of Vivo Bio Tech Limited resolved to build on its existing business by selecting to prospect opportunities within the same industry.

The company extended its focus from animal sales to tests or studies within the larger space of drug discovery. This extension was prompted by a number of reasons.

**One**, the cost of developing a new drug has nearly doubled since 2010. R&D returns for the world's 12 biggest drugmakers are the lowest in a decade (Source: Deloitte). Their return on R&D declined to less than 2% in 2019 from 3.7% in 2017. The average cost of new drug development is USD 2.18 Billion (USD 1.19 Billion in 2010). Peak sales for new medicines halved to USD 408 Million on average (Source: Economic Times Dated: December 19, 2018)

**Two**, the Company's revenue growth from its animal sales business would at best be moderate, making it imperative for the management to identify a second growth engine. This makes the prudent

outsourcing of drug discovery services imperative and necessary.

**Three**, the Company needed to leverage its proprietary knowledge to enhance organisational value.

**Four**, the Company needed to enter a space where the scope would keep growing, putting a pressure on the Company to play catch-up, an attractive multi-decade opportunity.

**Five**, we believe that by transforming our personality to a stage where we engage deeper with the continuing partnership programmes of some of the most respected global drug discovery companies, we will be in a position to enhance revenues, recall and recruitment – the basis of business sustainability.

**Six**, the extension will enhance profitability and sustainability, translating into attractively enhanced value for stakeholders across the long-term.

## Approach

At Vivo Bio Tech Limited, we intend to address this opportunity with a methodical approach.

The company has made the extension to drug discovery services studies and tests (toxicology and drug discovery being its focus, warranting an investment of corporate resources to take this agenda to

its logical conclusion). The company has announced its intention to emerge among the five leading drug discovery services companies in India across the coming years, putting a precise dimension to our journey.

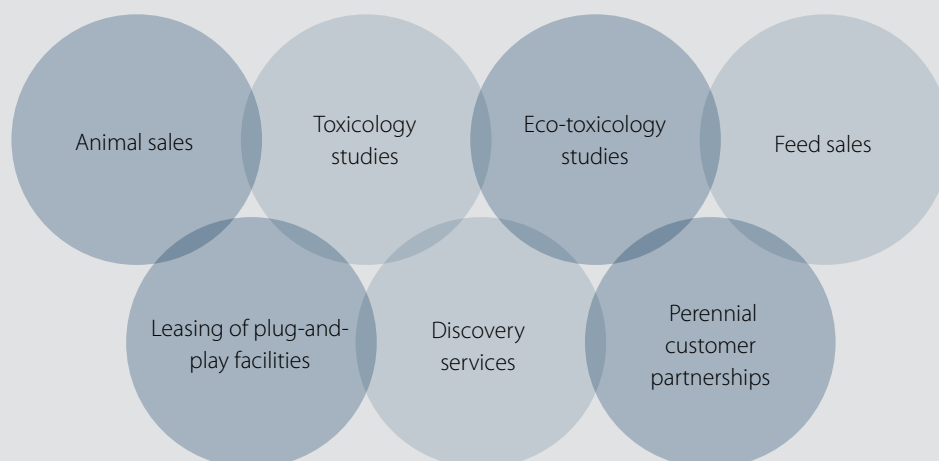
The company already possesses much of the infrastructure – intellectual, financial and physical - to make this a reality; the top-up investments will be made during the current financial year. By virtue of possessing much of the necessary competence, we will be quick to address the opportunity and at a relatively lower cost, which should translate into a superior return on employed resources.

At Vivo Bio Tech, our focus will be timely strategic execution. We 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 (domestic and global) to provides us with their molecules to work on.

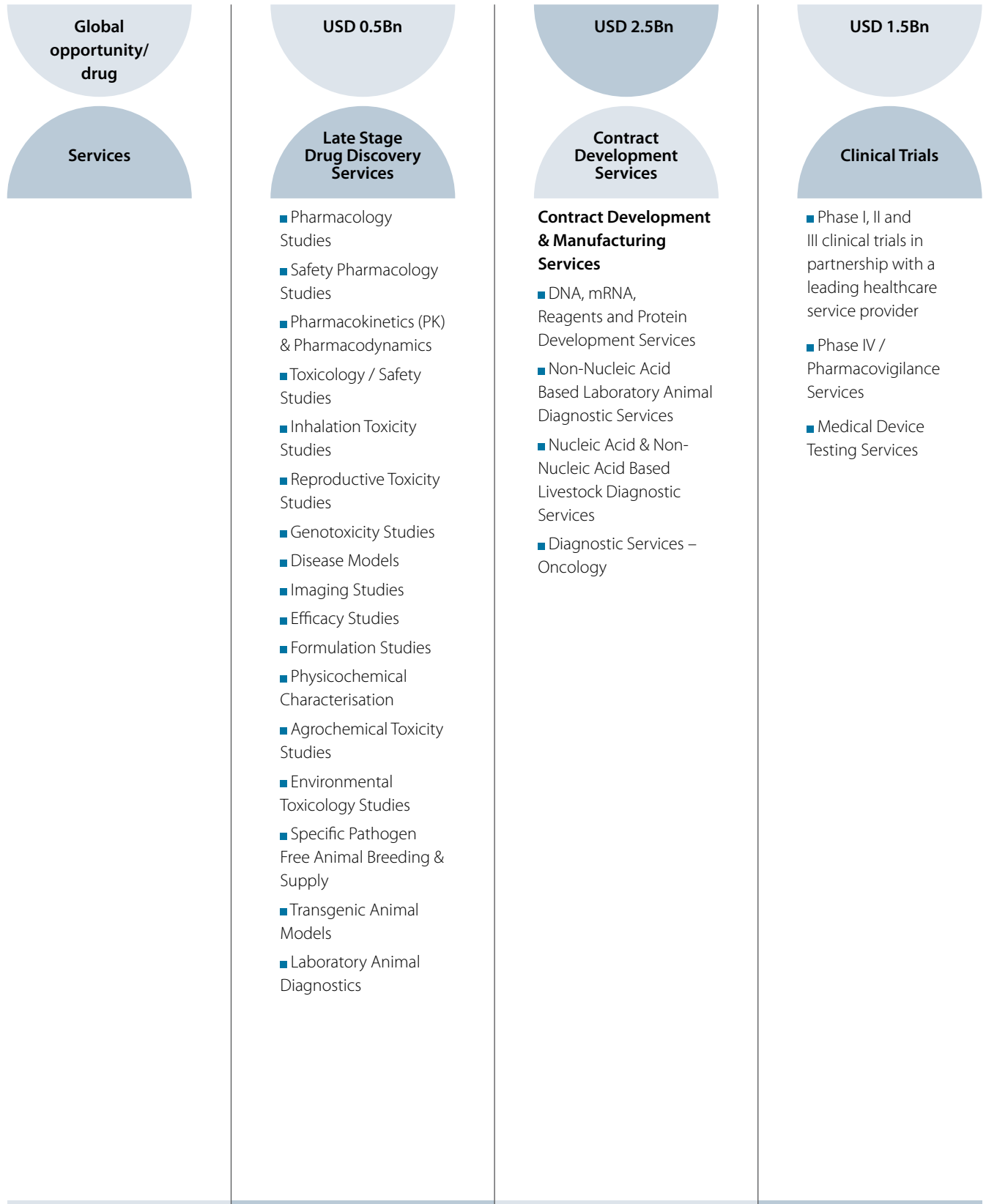
By virtue of a dynamic management, committed vision and pre-invested readiness, we expect to strengthen value in the hands of all those associated with our company.

**M. Kalyan Ram**  
*Whole Time Director*

## How we intend to enhance value



# Our service portfolio and their rich potential



# Drug discovery services: The future of our company



## Overview

At Vivo Bio Tech, we made a decisive shift in our business model during the last financial year when we selected to focus on the attractive pre-clinical segment of the drug discovery space.

There are a number of reasons why we believe that this represents a business with sustainable possibilities when seen from an Indian context.

The world is moving from generalisation to the personalisation of medicine: this is in sync with the reality that diagnoses

are becoming increasingly precise and data-printed, putting a premium on drug development companies to develop therapies that are correspondingly localised and effective. Besides, there is a growing commitment to develop therapies that will not be applied across a large patient community in the hope that they will work for all; therapies will be increasingly customised and personalised for individual symptoms. The 'one shoe fits all' approach will gradually yield to 'one shoe fits one', placing a corresponding premium on the ability to research deeper.



RNA Therapeutics comprises a rapidly expanding category of drugs that will speed solutions to the clinic; they will actualise personalised medicine and make the term 'undruggable' obsolete. The first RNA drugs have been approved and more are in development. The result is that humankind is in the midst of a therapeutic revolution, the likes of which have not been seen since the advent of recombinant protein technology almost 50 years ago in Silicon Valley.

The global personalised medicine market was valued at approximately USD 58.4 Billion in 2020 and is expected to reach about USD 98.5 Billion at a CAGR of 9.2% by 2026. Personalised medicine grants patients access to a course of treatment that accounts for all the unique characteristics that make them who they are. It goes beyond surface-level traits like age, gender, and medical history — it gets into your genetic makeup. By harvesting (and harnessing) data at this level, personalised medicine lets healthcare teams treat a patient as the individual that he or she is. They get to design an intervention in line with the patient's specific needs.

Personalised medicine benefits patients and the health system by shifting the emphasis in medicine from reaction to prevention; it is directing targeted therapy and reducing trial-and-error prescribing; it reduces the frequency and magnitude of adverse drug reactions; it uses cell-based or gene therapy to replace or circumvent molecular pathways associated with disease; it reveals additional targeted uses for medicines and drug candidates; it increases patient adherence to treatment; it reduces high-risk invasive testing procedures; it helps shift physician-patient engagement towards patient-centered care; it helps control the overall cost of health care.

Besides, personalised medicine will become useful for treating every disease, will spawn new drugs capable of hitting multiple targets and reduce or eliminate medical side effects.

## Research efficiency

We believe that personalisation will need large sums to be invested in research with no guarantee of outcomes. This presents a sectorial dilemma: to what extent can large innovation-driven pharmaceutical companies keep investing in research without an expectation of when and how returns would be generated? The result is that research spending is on the decline.

The pandemic has brought research back into focus: this time the scale is larger and affects every human being on earth. There is a greater need to put more resources into research; there is also a greater need to enhance research spending efficiency – the need to get more out of a given quantum of spending.

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 without compromising outcomes.

## The India argument



The global personalised medicine market was valued at approximately USD 58.4 Billion in 2020, and it is expected to reach about USD 98.5 Billion at a CAGR of 9.2% by 2026.

India stands at the cusp of a significant pre-clinical research outsourcing opportunity.

India enjoys a number of advantages: the country 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-centric approach in software development, chemical industry and the pharmaceutical sector that underlines a respect for global systems and best practices.

The time has come for this to be extended to the space of pre-clinical drug discovery services. India has transitioned smoothly from reverse engineering to patent respect; the country has transparent legal systems; India generates a large annual pool of STEM talent; India's costs are attractively lower than the developed west; a number of Indian services outsourcing companies have established stable operating models that inspire replication.

## The relevance of pre-clinical studies

When research-driven companies begin working with potential molecules addressing specific disease or application targets, they usually start with a field as vast 100,000, before narrowing down to 10,000. At this point, the effectiveness of in-vitro studies comes in to play, narrowing the selection on the basis of informed pre-clinical trials. In view of this, extensive pre-clinical studies play a critical role in drug discovery, putting a premium on a dependable long-term partner.

The increasing relevance of competitive and quality-driven pre-clinical development is being felt across a range of sectors. The USD 500 Billion pharmaceutical sector is one; the USD 40 Billion agrochemical sector is another where there is a growing premium on enhanced chemical effectiveness on the hand and environmental safety on another. Besides, the space of non-drug human applications has widened, placing a bigger need on safety and efficacy.

We entered the lab animals 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 produced more than 200,000 animals a year.



### Our credibility

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

**One**, the Company is positioning itself as a full cycle service provider; this end-to-end positioning makes the Company a preferred partner for a range of outsourcing companies.

**Two**, the Company has established a rich track record in the sensitive area of managing data integrity and confidentiality, a critical pre-requisite in the business.

**Three**, we possess extensive documentation capabilities that can catalyse filings for international certifications.

**Four**, the Company has been certified for Good Laboratory Practices, a validation of its professional pedigree in a demand space.

**Five**, we have (as a Group and as a company) demonstrated the credentials for working with clients multi-year, graduating

what could have been one-off transactions into ongoing relationships.

### How we scaled the lab animals business

Our competence at entering and scaling a segment has been reflected in our lab animals business. 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.

### Our versatile engagement format

At Vivo Bio Tech, we promise an engagement flexibility. One, we are open to engaging with large companies that provide their animals on which to conduct studies and provide comprehensive results. Two, we are open to providing customers with our facilities where their testing professionals can be deployed; this

outsourced rent-lab-area model provides customers a comfort level of working in a world-class environment but keeping to their methodologies. Three, we provide customers the option of their scientists working with ours in a collaborative manner with the objective of jointly delivering credible outcomes.

### Opportunity-ready

At Vivo Bio Tech, we are at the right place and the right time.

As the focus on research spending efficiency increases in the wake of the pandemic, we possess the right organisational mindset, certifications and Balance Sheet to create a second revenue engine.

We believe that this revenue engine will accelerate our momentum, enhance margins, lead us to annuity engagements with customers and strengthen stakeholder value.

**M. Kalyan Ram**  
*Whole Time Director*

# The increased relevance of the global contract research model... ...And how Vivo Bio Tech is expected to capitalise



## Overview

The ongoing pandemic has deepened humankind's need to invest in cutting-edge research and introduce therapies to counter disease.

The Corona Accelerated R&D in Europe (CARE) consortium helped aggregate a coalition of 37 globally renowned academic institutions and biopharmaceutical companies, including various IFPMA members and non-profit research organisations committed to the development of therapeutics.

As of February 2021, there were almost 1,000 ongoing clinical trials, targeting COVID-19 treatments and vaccines. According to the Airfinity database, for vaccines there were 234 manufacturing and production deals, showing that the

sector was engaged in active discussions to increase manufacturing capacity to ensure vaccine availability.

The field of immunotherapy holds promise, as evidence has shown that increasing the strength of the patient's immune system to attack tumour cells can lead to a cancer-free diagnosis. Another immunotherapy approach called adoptive cell transfer (ACT) collects and uses a patient's own immune cells to treat their cancer. One of the most advanced forms of ACT is CAR-T cell therapy (employs T-cells, which plays a critical role in orchestrating the immune response and killing cells infected by pathogens).

Companies are also exploring precision medicine, which uses techniques that develop effective treatments and prevention strategies based on patients'

genes, biomarkers, lifestyles, and environmental factors. Innovative regimens based on progenitor cells, powerful cells with the ability to form new blood vessels are also emerging as promising approaches for the treatment of a variety of CVDs as this technique could play a key role in repairing damaged heart tissues.

## Growing pre-clinical scope

Preclinical pharmacology is an essential element of the drug discovery and development process and is critical in enabling the translation of findings from the laboratory and clinic. The segment is a growing area for the following reasons: outbreaks of previously unknown diseases; known diseases rapidly increasing in incidence or geographic range in the last two decades; persistence of infectious diseases that cannot be controlled.

Partnerships help participants do things that neither could do alone or to do them in a more cost-effective manner. Complex challenges can hardly ever be addressed by a single academic or commercial entity; partnerships allow the pooling of expertise, knowledge and resources and may lead to cross-fertilisation. This becomes obvious when it is considered that global annual academic and commercial Research and Development (R&D) expenditure in the life sciences space is about €250 Billion, whereas even large pharmaceutical companies invest only a couple of Billion, i.e., a low single digit percentage of the global investment. Engagement in partnerships may help companies leverage their investment against that of the global

community, albeit with the possible consequence that revenue may also need to be shared.

### Boost for the segment

There is a growing interest in drug repurposing (repositioning or rediscovery) to accelerate the identification of drugs that can cure or prevent COVID-19. Drug repurposing accelerates the traditional process of drug discovery by identifying a novel clinical use for drugs that has proven to be safe and effective in humans and are approved for other indications. This strategy can also reduce the costs required for the development of new drugs, with notable savings in preclinical phases I and II.

The rationale of drug repurposing lies in the fact that the same molecular pathways may be involved in different diseases. One of the key drivers for the repositioning of drugs is the discovery of pharmacological activity on new targets, which would then suggest that a new possible indication of use. Some classical examples of drug repurposing are thalidomide, originally developed for the treatment of morning sickness in pregnant women and now used in multiple myeloma, sildenafil, initially conceived for the treatment of angina and hypertension and today used for the treatment of erectile dysfunction, and amantadine, an antiviral originally indicated for influenza and then used to treat Parkinson's disease.



## Media average

“Vivo Bio to provide international quality lab animals in partnership with a leading international lab animal breeding company”

### Provides Local Researchers with Access to Valuable Animal Models

**Hudson, New York and Hyderabad, India, February 6, 2013** – A New York based leading provider of life sciences solutions, and Vivo Bio Tech Ltd., a full-service contract research organisation, announced they have entered into an agreement under which Vivo Bio Tech will gain rights to breed and distribute select mouse and rat models in India. Through this arrangement, the two companies will greatly improve the availability of high-quality animals for biomedical researching India.

The pharmaceutical and biotechnology industry in India is growing at an estimated rate of 12% and 20% annually – through a combination of new in-house drug development projects and collaboration with western companies – making it a hub for biomedical innovation. The Indian CRO industry is estimated to grow at a CAGR of 31% to reach USD 3 Billion by the year 2015.

“One of the greatest obstacles to drug discovery in the region is the lack of a local supply of quality laboratory animals,” noted Todd Little, President and CEO of a leading New York based lab animal breeding company. “Together, we and Vivo Bio Tech will address that challenge by significantly improving investigators’ access to animal models that are proven to be highly valuable to biomedical research, yet unavailable in the local market.”

“With access to high-quality lab animal models from a world leader in the field, Vivo Bio Tech is poised to become the preferred provider of research animal models and contract research services in the rapidly growing pharmaceutical and biotechnology markets in India,” said Vivo

Bio Tech Non-Independent Non-Executive Director, Dr. A. Sankaranarayanan.

Vivo Bio Tech will breed and distribute select animal models, including a variety of inbred and outbred mice and rats, as well as the proprietary Knockout Repository of more than 4,000 knockout lines, .

“The Knockout Repository eliminates the time traditionally required for model design and development, which can speed drug development for investigators in the region,” Mr. Little said. The agreement gives the Indian pharmaceutical and biotech research community access to advanced scientific services, including model derivation, cryopreservation, genotyping, health assessment, and custom model generation.

All local breeding will be done at Vivo Bio Tech’s 1,50,000-square-foot pre-clinical research facility in Andhra Pradesh, India. The facility is accredited by AAALAC (Association for Assessment and Accreditation of Laboratory Animal Care) and registered with CPCSEA (Committee for the Purpose of Control and Supervision of Experiments on Animals) for breeding and commercialisation of Murine Pathogen Free™ (MPF™) animals. Throughout the breeding process, Vivo Bio Tech’s highly qualified and well-trained staff will follow rigorous standard operating procedures to ensure quality and integrity.

Cyagen Biosciences and Vivo Bio Tech partner to provide easy access to Genomic Technologies to Indian Biomedical R&D.

### Santa Clara, USA and Hyderabad, India, Thursday, September 1, 2016

Cyagen Biosciences a leader in custom animal models and molecular biology tools and Vivo Bio Tech, a preclinical Contract Research Organisation and Specific Pathogen Free Laboratory Animal Commercial Breeder, announced that they have entered into an agreement under which Vivo Bio Tech is appointed as the Authorised Distributor of Cyagen Biosciences’ complete product and service portfolio in India.

Through this partnership, the Indian Biomedical Scientists would have an easy access to cost-effective custom-designed and disease-specific genetically engineered rodent models at a short turnaround time to accelerate their research programs.

“We are excited to announce our new partnership with Vivo Bio Tech, a pioneer in the introduction of locally bred Specific Pathogen Free Laboratory Rodents in India. While Cyagen’s clientele spans the globe in over fifteen countries including India. This new partnership aims to assist Indian researchers in streamlining and advancing their research by increasing the availability of high quality custom designed animal models, custom vectors, and virus packaging service with competitive pricing, fast turnaround time, and excellent customer service,” said Cyagen Biosciences Chairman of the Board, Mr. Lance Han.

“We are quite excited to partner with Cyagen Biosciences, one of the leading genomics company with innovative technologies like TurboKnockout® - the fastest turnaround for ES-cell based gene targeting and with a track record of successfully delivering more than 2,000 transgenic projects and with a clientele in excess of 300 premier universities and companies worldwide. This partnership takes us yet another step forward towards Vivo Bio Tech’s mission to provide Indian biomedical scientists easy access to world-class research tools and innovative technologies,” said Vivo Bio Tech Non-Independent Non-Executive Director, Dr. A. Sankaranarayanan.

Vivo Bio Tech will distribute Cyagen’s Animal Models - TurboKnockout® Gene Targeting Mice, Transgenic Rodents, Genome Editing Knockout and Knocking Rodents, PiggyBac Transgenic Mice, Transgenic Mouse Embryos, and Cell & Media products, and Vector building & Packaging Services in India. Vivo Bio Tech shall also offer custom breeding and contract research services using Cyagen’s rodent models.



# The India advantage as a CRO destination



## Overview

India is the largest global provider of generic drugs.

India makes up to 60% of world's generics drug supply that is used by developed and developing countries. The Indian pharmaceutical sector supplies over 40%

of the generics drug demand in the US and 25% of all medicines in the UK. Due to its role as a producer of medical products, India is termed as the 'pharmacy of the world'.

India ranks third in terms of global pharmaceutical production by volume and 14th by value. Medicine spending in India is

projected to grow 9-12% over the next five years, making it one of the top 10 countries in terms of medicine spending.

The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units.

## Factors contributing to high pharma output

### Availability of technology:

The technology to manufacture pharmaceutical products in an affordable manner has empowered Indian companies to strengthen their market position.

### Government IPR laws:

Indian intellectual property rights laws are favourable for pharma companies to manufacture generic medicines using international permissions. This makes Indian drug market suitable for export.

### Research infrastructure:

The research infrastructure in India is comparatively better than other developing countries. This has allowed new companies to widen their global market access.

### Qualified manpower:

A large number of biotechnology-qualified personnel, along with pharmacy graduates, has allowed the sector to become the largest in the world.

**Consumer demand:** High domestic population along with low income has made pharma companies focus on low cost and effective medicines. This has allowed companies to expand their footprint to other low income countries.

**Talent pool:** India is the second largest provider of pharma and biotech professionals in the world after China.

**Cost-efficiency:** India's cost of production is nearly 33% lower than that of the US with labour costs 50-55% lower than western countries.

**Range:** India's biotechnology industry comprises biopharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics. The Indian biotechnology industry was valued at USD 64 Billion in 2019 and is expected to reach USD 150 Billion by 2025.

## Big numbers

India's drugs and pharmaceuticals exports stood at **24.44** (USD Billion) in FY 2020-21.

India is the 12th largest exporter of medical goods in the world. The country's pharmaceutical sector contributes **6.6%** to the total merchandise exports.

As of May 2021, India supplied a total of **586.4** (Lakh) COVID-19 vaccines, comprising grants (81.3 Lakh), commercial exports (339.7 Lakh) and exports under the COVAX platform (165.5 Lakh) to 71 countries.

Indian drugs are exported to more than 200 countries in the world, with the US being the key market. Generic drugs account for **20%** of the global export in terms of volume, making the country the largest global provider of generic medicines.

The drugs and pharmaceuticals sector attracted cumulative FDI inflow worth **17.75** (USD Billion) between April 2000 and December 2020, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

India has **665** USFDA-approved manufacturing plants outside the US, the highest in the world.

(Source: thehindubusinessline.com)

**20%** generics medicines exports share (global)

**19.3** (USD Billion) pharma exports

**70%** generic drugs revenue share

**21%** patented drugs revenue share

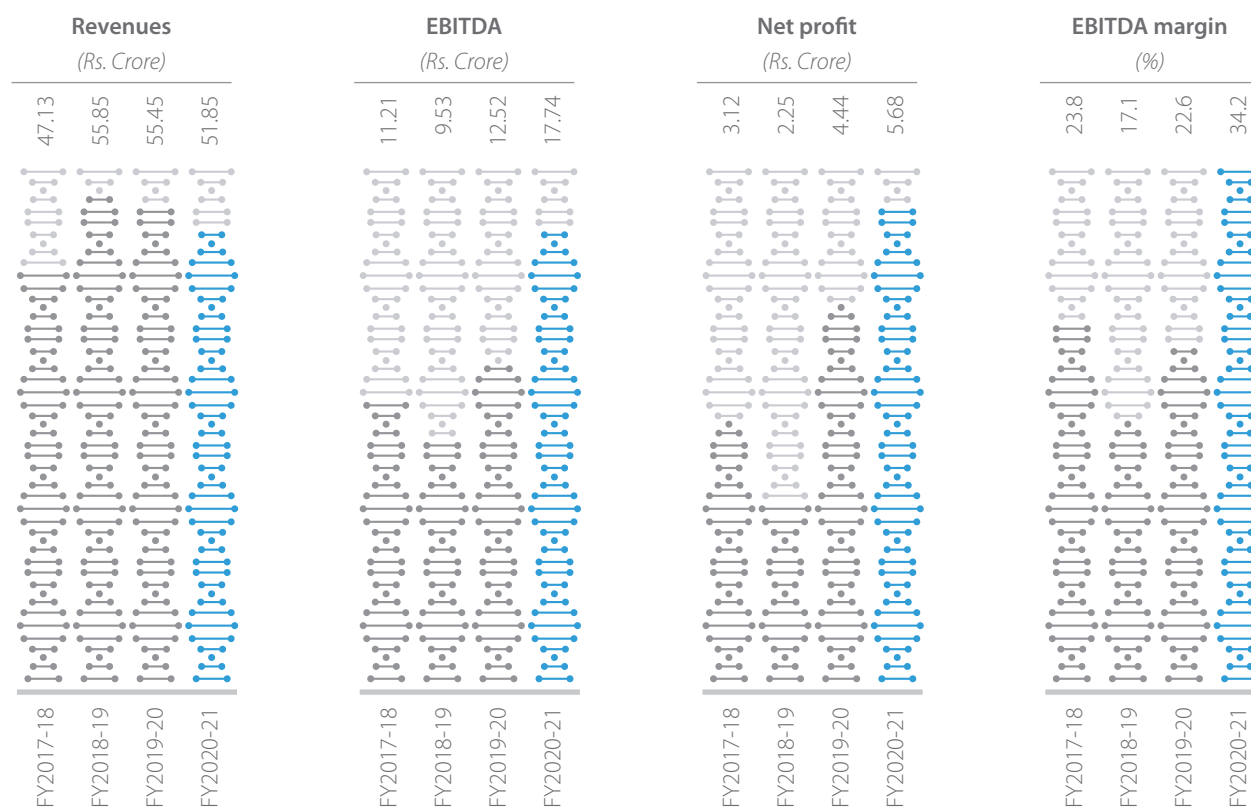
The largest vaccine producer in the world

Pharmaceutical sector currently worth **41** (USD Billion)

The Indian pharmaceutical sector generates over **11** (USD Billion) of trade surplus in a year

(Source: thehindubusinessline.com)

# How the Company performed across the years



## Definition

Growth in sales net of taxes (if any).

## Why is this measured?

It showcases the Company's ability to enhance sales, a number that can be compared with sectorial peers.

## What does it mean?

Aggregate sales decreased 6.5% to Rs. 51.85 Crore in FY 2020-21 due to a stoppage in the supply of animals owing to complete lockdown in April and May 2020 and a partial lockdown in June 2020 on account of the Central & State Government of Telangana's directives to control the spread of COVID-19.

## Value impact

The company grew faster than the sectorial average, which resulted in a growth in market share in FY 2020-21.

## Definition

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

## Why is this measured?

It is an index that showcases the Company's ability to generate a surplus following the expensing of operating costs.

## What does it mean?

It helps create a robust growth engine, a large part of which could be 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 27.9% increase in net profit in FY 2020-21 following all-round business-strengthening.

## 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?

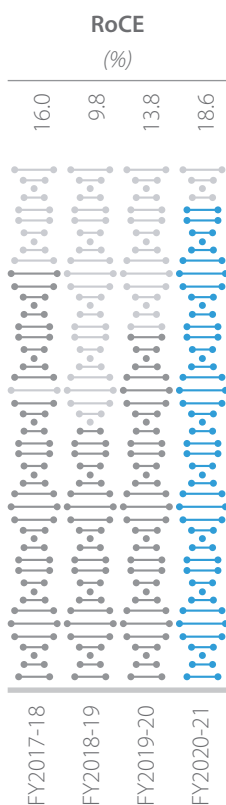
The EBITDA margin provides a lucid insight into the Company's earning capacity.

## 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 1163 bps increase in EBITDA margin during FY 2020-21.



#### 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?

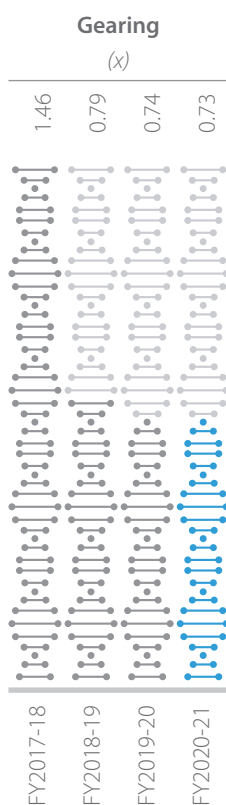
RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

#### What does it mean?

Enhanced RoCE can influence valuation and perception.

#### Value impact

The Company reported a 474 bps increase in RoCE during FY 2020-21.



#### Definition

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

#### Why is this measured?

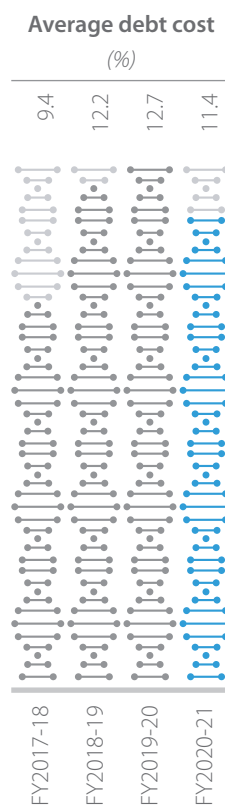
This is one of the defining measures of a company's financial solvency.

#### What does it mean?

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

#### Value impact

The Company's gearing reduced by 0.01x on account of debt repayment and increased net worth.



#### Definition

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

#### Why is this measured?

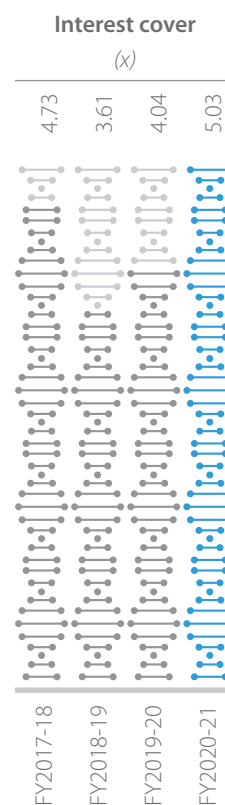
This indicates our ability in convincing bankers and other debt providers of the robustness of our business model, translating into a progressively lower debt cost (potentially leading to higher margins).

#### What does it mean?

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

#### Value impact

This ratio should ideally be read in conjunction with net debt/operating profit (an increase indicating higher liquidity). The debt cost of the Company declined 132 bps during the year.



#### 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 strengthened by 99 bps during the year under review.

# How we have strengthened our business down the years

A growing focus on business sustainability

## State-of-the-art infrastructure

Vivo Bio Tech invested in one of the most comprehensive infrastructure in the drug services segment in India. Its pre-clinical services facility of 1,50,000 sq. ft. empowers the Company to deliver world-class service.

## Key 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 nearly all relevant segments – pharma, bio-pharma, nutraceuticals and agrochemicals.

## Industrious clientele

The Company has a large clientele (190) spread across the pharma, biotech, vaccines, CRO and research organisations.

## Resource management

The Company employed more than 140 resources to engage in studies across different segments of its presence (drug discovery services, toxicology and pathology, etc.)

## Animal care

The Company comprises more than ten veterinary doctors who address comprehensive animal care in line with the demanding standards of the global markets

## Diverse portfolio

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

## Health and safety

The Company addresses the highest standards of health and safety of workers, animals and other stakeholders.



# How we enhance value for our customers

Providing an attractive value proposition leading to sustainable engagement

## Overview

The Company offers pioneering methods of support, backed by precise service level agreements to ensure a complete compliance with client needs through the period of study and thereafter. Most of the Company's engagements are repeat in nature, validating its service quality and orientation.

### Highest quality standards

The Company delivers confirmable results to clients for all regulatory studies. Every study procedure is developed and validated to address OECD-GLP guidelines. The quality assurance methodology used by the Company adheres with OECD and FDA regulations.

### Regulatory support services

Our team of experts possess proven expertise for moving lead candidates to IND and in accessing market approval. Our team suggests suitable research options, facilitating a quick turnaround in submissions to regulatory agencies.

### End-to-end integrated services

The Company offers a range of services from in vitro to preclinical development addressing the full-service lifecycle (within and beyond studies).

### Speed in turnaround time

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

### Prescribed

With the help of iBMS system, our facility is under constant monitoring and surveillance across all activities. The facilities offer the right operating environment for carrying out all research needs.

### Respect

The company is respected for offering cost-effective solutions within the stipulated time without compromising deliverables.

# Our state-of-the-art infrastructure

At Vivo Bio Tech, we have created world-class research infrastructure in Hyderabad



## Laboratory animals business

This facility - considered among the best in India for animal experimentation – is spread across five floors, designed for accommodating animal species (comprising rats, mice, guinea pig, rabbits, hamsters and canines).

The Company comprises storage facility in which food material is 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 three level pressure gradient system having supply and return corridors with air locks
- The Company's barrier (clean corridor) and non-barrier (service corridor) areas are clearly 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 through its well-equipped areas.
- The Company provides independent air handling units for each study room and

quarantine room.

- The Company has 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 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



# 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 microenvironments more accurately.

Vivo Bio Tech offers a range of services from in vitro to preclinical development addressing the full-service lifecycle 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.



## The Company's comprehensive 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
- Prenatal development / teratology

- One generation reproduction

#### Toxicokinetics

### 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)

### 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)

#### 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

#### Study

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

#### Regulatory

- ISO
- OECD
- ASTM

### 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 (multi-species)
- 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

Verification of study plans & amendments	Review of SOPs	Raw data verification & report audit	Study based Inspections	Facility based Inspections	Process based Inspections
Vendor audits	Customer audits	Training programs	Competency evaluation for personnel	Calibration and validation of critical equipment	



# How we have strengthened our HSE commitment



## Overview

A number of quality respecting researchers have recognised the benefits gained from sustainable business practices. Besides, stringent environmental compliances are helping these companies reduce the depletion of resources, water scarcity, pollution and other harmful impacts.

There is an emphasis for companies to align with United Nations' 10 principles for the sustainability of environment, which covers human rights, labour interests, environment responsibility and anti-corruption.

## Quality standards

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

## Water

Vivo Bio Tech 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 is annually evaluated for contaminant analysis.

## Temperature and humidity

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 cages for animals are autoclaved before entering the clean area. The process of washing consists of four stages:

### Stage 1, Water wash

The first stage is defined by flushing water on the cages. This helps in cleaning all the solid wastes attached to the cage.

### Stage 2, Detergent wash

A detergent solution is utilised as the cages are soaked for 15 minutes after which they are scrubbed with a suitable scrubber, if mandatory.

### Stage 3, Flushing

In the flushing stage, the cleaning of cages under running water is repeated.

### Stage 4, Rinsing

In this stage, the cages are thoroughly rinsed with water and placed on pallets. These washed cages are later autoclaved before use.

# Board of Directors

## Mr. Sunder Kanaparthi

### Chairman, Independent Non Executive Director

He 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.

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## Mr. M. Kalyan Ram

### Whole Time Director

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.

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## Mr. K.T.V. Kaladhar

### Whole Time Director & CFO

He has more than 20 years of experience in Finance, Accounting, Audit & Taxations Fields across multiple industries. Worked with M/s. Vijaya Diagnostic Centre Pvt Ltd and was in-charge of the Fund Management and Statutory Compliances. Worked with Ratanam Dhavaji & Co, Chartered Accounts in the area of Internal & Statutory Audits. He holds a post graduate degree in Commerce from Andhra University.

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## Dr. A. Sankaranarayanan

### Ph.D., F.C.P., Non Independent Non Executive Director

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. Further 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.

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## Dr. Shivanand Nayak Karopadi,

### Additional-Non Independent 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. 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 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 the state of Andhra Pradesh.

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## Mr. Hariharan Ravindran

### Independent Non Executive Director

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

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## Ms. Kunda Kalpana

### Independent Non Executive Director

She 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.

# Scientific Advisory Board

## Dr. K S Nayak

### 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

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# Management Team

Mr. Kalyan Kompella

**B.E, MBA**  
**Head - Operations**

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. Pavan Kumar Kota

**M. Pharm**  
**Head - QAU**

# Corporate Information

## Registered office:

8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate,  
Road No.1, Banjara Hills, Hyderabad, Telangana - 500034

Phone : 040 – 23313288

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 - 500 081

Phone # 040-2311 9499

## Internal Auditors

**M/s. LVS Prasad Rao & Associates**

*Chartered Accountants*

Flat No.304, Santha Lake View, Apartments, Opp Manasarovar,  
Heights, Ph-1, Manovikas Nagar, Tirumalgherry,  
Secunderabad - 500 009, Telangana

## Secretarial Auditor

**G. Vinay Babu**

*Company Secretary in Practice*

4-65, Koheda, Hayathnagar, Hyderabad – 501511

## Main Bankers

Canara Bank, Mid Corporate Branch, Hyderguda, Hyderabad

## R & D Facility

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

**Mr. Sunder Kanaparthu**

*Chairperson-Independent Director*

**Mr. M. Kalyan Ram**

*Whole Time Director*

**Mr. K.T.V. Kaladhar**

*Whole Time Director & C.F.O.*

**Dr. Alangudi Sankaranarayanan**

*Director*

**Mr. Hariharan R**

*Independent Director*

**Ms. Kunda Kalpana**

*Independent Director*

(Appointed w.e.f. 30th June, 2020)

**Ms. M. Vijaya Lakshmi**

*Independent Director*

(Resigned w.e.f. 1st July, 2020)

**Dr. K.S. Nayak**

*Additional-Non Executive Director*

(Appointed w.e.f. 1st April, 2021)

**Mr. Karthik Allenkala**

*Company Secretary*

## Registrar & Share Transfer Agents

**M/s. Aarthi Consultants Private Ltd,**

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

Phone# 91-40-27634445, 27638111 Fax: 91-40-27632184

Email: info@arthiconsultants.com,

arthiconsultants@gmail.com

Website: www.arthiconsultants.com

## Vivo Bio Tech Limited

Registered Office: 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills,  
Hyderabad- 500034, Telangana State, India,  
CIN: L65993TG1987PLC007163 Phone No: 040 23313288  
Email: investors@vivobio.com Website: www.vivobio.com

# Notice of Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the Members of the Vivo Bio Tech Limited will be held on Tuesday, 28th day of September, 2021, at 3.30 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No.1- Adoption of Financial Statements.

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2021 and the Board's Report and Auditor's report thereon.

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

**"RESOLVED THAT** the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2021 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

#### Item No. 2 – To appoint Mr. K.T.V. Kaladhar (DIN: 08450361) as a Director liable to retire by rotation.

To appoint a Director in place of Mr. K.T.V. Kaladhar (DIN: 08450361) who retires by rotation, and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K.T.V. Kaladhar (DIN: 08450361) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

### SPECIAL BUSINESS:

#### Item No. 3-Appointment of Dr. Shivanand Nayak Karopadi (DIN: 03523002) as a Non-Executive Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Dr. Shivanand Nayak Karopadi (DIN: 03523002), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 1st April, 2021 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Item No. 4- Re-appointment of Mr. M. Kalyan Ram. (DIN 02012580), as Whole-time Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modifications or reenactment thereof), the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Kalyan Ram as a Whole-time Director (DIN: 02012580) of the Company for a further period of 5 years commencing from 29th July 2021 to 28th July, 2026 liable to retire by rotation on the following terms and conditions.

#### Salary:

Consolidated Salary – ₹75,000/- (Rupees Seventy Five Thousand)



**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to vary, alter or modify the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. M. Kalyan Ram.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby severally authorized to file necessary forms and returns with the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 and to do all necessary acts and deeds as may be required for giving effect to the above resolution.”

**Item No. 5- Increase of Authorised Share Capital of the Company form ₹16 Crore to ₹20 Crore.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61, read with Section 64 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) Equity Shares of ₹10/- (Rupees Ten only) each to ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore Only) Equity shares of 10/- each ranking pari passu in all respects with the existing equity shares of the Company.

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all such Acts, Deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 6- Alteration of Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and 64 and any other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to replace the existing clause V of the Memorandum of Association of the Company with the following new clause V:

- V. The Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of ₹10/- each (Rupees Ten only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privilege or conditions as may be determined by or In accordance with the articles of the company for the time being and to vary modify or abrogate such rights, privileges or conditions in such manner as be permitted by the Act or provided by the articles of the Company for the time being.

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all such Acts, Deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 7- Appointment of Mrs. Madhavi Latha Kompella as an Advisor for Strategy & Business Development.**

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

“**RESOLVED THAT** pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, the consent of members of the Company be and is hereby accorded for the appointment of Mrs. Madhavi Latha Kompella, as an “Advisor for Strategy & Business Development” for a term of five years commencing from 1st October, 2021 to 30th September, 2026, as approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with authority to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the remuneration/fee and benefits in such manner as may be agreed to between the Board of Directors and Mrs. Madhavi Latha Kompella.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is 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 of Directors of  
**Vivo Bio Tech Limited**

Sd/-

**A. Karthik**

Company Secretary

M.No.A44462

Date: 28th August, 2021

Place: Hyderabad



## NOTES:

- In view of continuing Coronavirus (Covid-19) pandemic, social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 02/2021 dated 13th January, 2021 read with General circulars No's 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020, 14/2020 dated 8th April, 2020 and also SEBI Circular dated 12th May, 2020 and January 15, 2021 (collectively referred (hereinafter collectively referred to as "the Circulars"), permitted the Companies convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 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.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. (in case of corporate members only).
- 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 Ltd 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 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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members (members login) attending through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 34th AGM has been uploaded on the website of the Company at [www.vivobio.com](http://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](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- In compliance with MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020, 17/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 respectively (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars") 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 31st March, 2021 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 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 the Company's Registrar and Share Transfer Agent, Aarthi Consultants Private Limited at [info@aarticonsultants.com](mailto:info@aarticonsultants.com). Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.
- The Register of Members/ Register of Beneficiaries and Share Transfer Books of the Company will remain closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

**THE INSTRUCTUIONS FOR SHAREHOLDERS INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Friday, 24th September, 2021 (9:00 a.m.) and ends on Monday, 27th September, 2021 (5:00 p.m.). 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. Tuesday, 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	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 or joining virtual meeting & voting during the meeting. 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code 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 or joining virtual meeting &amp; voting during the meeting</p>
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 or joining virtual meeting & voting during the meeting.

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

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

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

v. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (v).</p>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Facility for Non – Individual Shareholders and Custodians – Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto:cs.gvinay@gmail.com) and [investors@vivobio.com](mailto: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.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([investors@vivobio.com](mailto: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](mailto:investors@vivobio.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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.

- 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.

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

- 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 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.

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.

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

## GENERAL INFORMATION:

- The Company's equity shares are Listed at (i) 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.
- 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 BIOTECH LIMITED), 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India, Email info@arthiconsultants.com.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. 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. 28th September, 2021. Members seeking to inspect such documents can send an email to investors@vivobio.com.

- The Certificate from the Auditors of the Company under SEBI (Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.
- Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the R&T Agent of the company for assistance in this regard.
- Pursuant to section 72 of the Companies Act, 2013 shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.
- 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.
- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 21st September, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or info@arthiconsultants.com. 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.
- The relevant details as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, profile of directors proposed for appointment and seeking re-appointment is annexed hereto.

By order of the Board of Directors of  
**Vivo Bio Tech Limited**

Sd/-

**A. Karthik**

Company Secretary

M.No.A44462

Date: 28th August, 2021

Place: Hyderabad



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.

<b>Name of the Director</b>	<b>Mr. K.T.V. Kaladhar</b>
Director Identification Number (DIN)	08450361
Date of Birth & Age	17/02/1973, 48 Years
Nationality	Indian
Qualifications	M.Com
Profile/Expertise in Specific Functional Areas	20 plus years of experience in Finance, Accounting, Audit & Taxations Fields across multiple industries. Worked with M/s. Vijaya Diagnostic Centre Pvt Ltd and was in-charge of the Fund Management and Statutory Compliances. Worked with Ratanam Dhaveji & Co, Chartered Accounts in the area of Internal & Statutory Audits.
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	17/05/2019
Remuneration proposed to be paid	₹7,20,000 Per Annum
Number of Meeting of the Board attended during the financial year (2020-21).	5/5
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

<b>Name of the Director</b>	<b>Dr. Shivanand Nayak Karopadi</b>
Director Identification Number (DIN)	03523002
Date of Birth & Age	08/08/1958, 63 Years
Nationality	Indian
Qualifications	MBBS, MD, DNB(Nephrology), FISN, FISOT, FASN (USA), FRCP (London)
Profile/Expertise in Specific Functional Areas	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.
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)	Appointment
Terms and conditions of appointment / reappointment	As stated in the explanatory statement (Item no. 3) of this Notice.
Date of Appointment at current designation/ Date of first appointment on the Board	01/04/2021
Remuneration proposed to be paid	Sitting Fees



Number of Meeting of the Board attended during the financial year (2020-21).	Not Applicable (Appointed w.e.f. 1st April, 2021)
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

<b>Name of the Director</b>	<b>Mr. M. Kalyan Ram</b>
Director Identification Number (DIN)	02012580
Date of Birth & Age	24/06/1978, 43 Years
Nationality	Indian
Qualifications	MBA
Profile/Expertise in Specific Functional Areas	He has 20 plus years of experience in the field of Accounting, finance and Administration.
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
Terms and conditions of appointment / reappointment	As stated in the explanatory statement (Item no. 4) of this Notice.
Date of Appointment at current designation/ Date of first appointment on the Board	26/11/2009
Remuneration proposed to be paid	9,00,000 Per Annum
Number of Meeting of the Board attended during the financial year (2020-21).	5/5
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

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, 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, 4, 5 6 and 7.

### Item No: 3 Appointment of Dr. Shivanand Nayak Karopadi (DIN: 03523002) as a Non-Executive Director of the Company.

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") at its meeting held on 31st March, 2021, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Dr. K.S. Nayak (DIN: 03523002) as an Additional Director (Non-Executive and Non-Independent) with effect from 1st April, 2021.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, Dr. Shivanand Nayak Karopadi being an Additional Director, holds office up to the date of the 34th Annual General Meeting ("AGM").

Dr. Shivanand Nayak Karopadi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

#### A brief profile:

Dr. K.S. Nayak is one of the best Nephrologist in Hyderabad, India is a pioneer in the field 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 performed the first cadaver kidney transplant in the state of Andhra Pradesh in May 1996 – one

of the first in the country. He was responsible for the Country's first Simultaneous Heart and Kidney Transplantation (SHK). Dr Nayak has performed multiple sequential kidney and liver transplants. He is also an internationally acknowledged expert in Telemedicine in Dialysis, Reverse 'Medical' Innovation & Medical Tourism. As a member of various Task Forces & Committees, he 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 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. He is Recipient of the "RAJEEV CHAKRA BHARATIYA AWARD" for pioneering contribution to Nephrology by the Indian Socio- Economic International Inc., Life Time Achievement Award – 2014 awarded by Peritoneal Dialysis Society of India (PDSI) and TANKER Award for the Country's best paper in 2014. He is the founder and Council member of the Indian Society of Peritoneal Dialysis PDSI. Dr. K.S. Nayak is a Consultant Doctor in Virinchi Hospital Banjarahills and his professional qualifications are MBBS, M.D. (General Medicine) and DNB etc.

Dr. K.S. Nayak does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ("KMPs") of the Company. He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

Dr. K.S. Nayak would be entitled for sitting fees for attending the Board and Committee Meetings.

The terms and conditions of appointment of Dr K.S. Nayak shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The details of Dr K.S. Nayak as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in the Statement to this Notice.

Save and except for Dr K.S. Nayak, and his relatives to the extent of their shareholding interest, if any, in the Company none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board is of the view that Dr K.S. Nayak's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

**Item No: 4 Re-appointment of Mr. M. Kalyan Ram. (DIN 02012580), as Whole-time Director of the Company.**

Mr. Kalyan Ram (DIN: 02012580) is the Director on the Board of the Company and another Key Managerial Personnel in your Company, providing right direction and leadership in all the governance functions of the Company.

The Board of Directors at its meeting held on 29th June, 2021, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Kalyan Ram as Whole-time Director of the Company for a further period of five years commencing from 29th July, 2021.

The details of Mr. Kalyan Ram as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in the Statement to this Notice.

The terms and conditions of appointment of Mr. Kalyan Ram shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except for Mr. Kalyan Ram, and his relatives to the extent of their shareholding interest, if any, in the Company none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board is of the view that Mr. Kalyan Ram's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Whole-time Director of the Company as set out in the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

**Item No: 5- Increase of Authorised Share Capital of the Company from ₹16 Crore to ₹20 Crore**

The current Authorized Share Capital of your Company is ₹16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) equity shares of ₹10 (Rupees Ten only) each. The Board of Directors in its meeting held on 28th August, 2021 has proposed to increase the Authorized Share Capital to ₹20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10 (Rupee Ten only) each for the purpose of meeting all future fund raising requirements, if any, of the Company.

Pursuant to the provisions of Section 61, read with Section 64 and other applicable provisions, if any, of the Act the increase in Authorized Share Capital, require approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

**Item No. 6- Alteration of Memorandum of Association of the Company.**

Consequent to the increase of existing Authorised Share Capital from ₹16 Crore to ₹20 Crore, the Clause V i.e. Capital Clause of the Memorandum of Association of the Company need to be altered, in

the Resolution set out at Item No. 6 of this Notice.

Pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013. Alteration of Capital Clause, require approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No.6 of the accompanying Notice for approval of the Members of the Company.

**Item No. 7- Appointment of Mrs. Madhavi Latha Kompella as an Advisor for Strategy & Business Development.**

In terms of Section 188 (1) (f) of the Companies Act, 2013 read with

Rules made thereunder, appointment to any office or place of profit in the Company at a monthly remuneration exceeding ₹2.50 Lakh is subject to prior approval of the members.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee in their meeting held on 28th August, 2021 discussed the matter at length and owing to her deep business insight, relationships with global majors, the Company is keen on availing services of Mrs. Madhavi Latha Kompella to appoint as an Advisor for Strategy & Business Development of the Company for a period of five years commencing from 1st October, 2021, which is subject to the approval of the members.

Mrs. Madhavi Latha Kompella is one of the promoters of the Company and Spouse of Mr. Viswanath Kompella, who is presently an advisor of the Board.

**Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:**

a)	Name of the Related Party	Mrs. Madhavi Latha Kompella
b)	Name of the Director or Key Managerial Personnel who is related, if any:	None of the Director and KMP's are related to Mrs. Madhavi Latha Kompella, except Mr. Viswanath Kompella and their respective relatives, are in any way concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding, if any, in the Company
c)	Nature of Relationship	Promoter and Spouse of Mr. Viswanath Kompella
d)	Nature, material terms, monetary value of the contract or arrangement:	<p>Mrs. Madhavi Latha Kompella's appointment as an "Advisor for Strategy &amp; Business Development of the Company" shall be in the capacity of an Independent Consultant and not an agent or employee of the Company. The following are the responsibilities include, but are not limited to;</p> <p>i) Streamline the Business development department and build a process to generate leads for the company.</p> <p>ii) Oversee the formation of business partnerships both nationally and internationally and negotiation of contracts.</p> <p>iii) Lead company's planning and execution of strategies to increase sales and company growth.</p> <p><b>Material Terms:</b> a) The appointment is subject to the approval of the members of the Company in the ensuing Annual General Meeting.</p> <p>b) The appointment can be terminated by either party by giving a 6 months, prior notice in writing to other party.</p> <p><b>Monetary Terms:</b></p> <p>1) Payment of Fee/ Remuneration: Not Exceeding ₹1,80,00,000/- (Rupees One Crore Eighty Lakh Only) per annum (subject to statutory deductions and exclusive of applicable taxes) which is payable as follows:</p> <p>a) Fixed monthly Fee/Remuneration of ₹15,00,000 ( Rupees Fifteen Lakh Only)</p> <p>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.</p>
e)	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015 all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.

The draft Copy of the Appointment Letter to be issued in this regard will be available for inspection by the members at the registered office of the Company on all working days between 2:00 P.M. to 4:00 P.M. up to Tuesday, 28th September, 2021.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 7.

The Board of Directors recommends the Special Resolution at Item No.7 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors of  
**Vivo Bio Tech Limited**

Sd/-

**A. Karthik**

Company Secretary

M.No.A44462

Date: 28th August, 2021

Place: Hyderabad

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# Board's Report

*Dear members*

Your Directors' have great pleasure in presenting the 34th Annual Report and the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended 31st March, 2021.

## Financial Highlights

(₹In Lakh)

Particulars	Consolidated		Standalone	
	2020-21	2019-20	2020-21	2019-20
Total Income	5185.38	5540.54	5185.38	5540.54
Profit before finance cost, Depreciation & Amortization, Taxation	1,774.11	1252.33	1,774.31	1252.54
Less: Finance Cost	353.00	309.84	352.99	309.84
Depreciation & Amortization Expenses	559.14	517.16	559.14	517.16
Profit Before Tax	861.97	425.34	862.18	425.55
Less: Tax Expenses	293.74	18.82	293.74	18.82
Profit After Tax	568.23	444.15	568.44	444.36

## STATE OF AFFAIRS/COMPANY'S PERFORMANCE

**Revenues:** The total income of the Company for the FY 2020-21 comprises operating revenues of ₹5177.51 Lakh as against ₹5535.21 Lakh in FY 2019-20.

**Profits:** Profit before Tax (PBT) stood at ₹862.18 Lakh as against ₹425.55 Lakh for the previous year. Profit after Tax (PAT) stood at ₹568.44 Lakh as against ₹444.36 Lakh for the previous year.

### OUTLOOK

FY 2020-21 witnessed a slight decline in revenues led by our animal breeding division due to covid-19. We expect the growth momentum across our business segments to continue in FY 2021-22. We expect to sustain the healthy core EBITDA going further. We will continue ramping up our investments in portfolio expansion to secure our future growth. .

### RESERVES AND SURPLUS

During the year the Company has transferred an amount of ₹568.44 Lakh to Reserves and Surplus.

### DIVIDEND

Your directors did not recommend any dividend on shares for this year.

### CHANGE IN THE NATURE OF BUSINESS

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

## ANNUAL RETURN

As per the provisions of Section 134(3)(a) and 92(3) of the Companies Act, 2013, the Annual Return of the company has been published on the website of the company at [www.vivobio.com](http://www.vivobio.com).

## MEETINGS OF THE BOARD AND COMMITTEES

During the year under review Five (5) Meetings of the Board of Directors were convened and held. For further details on the meetings of board, committees, composition and the attendance of directors/members, please refer report on Corporate Governance of this Annual Report.

## 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:

- In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards had been followed and there are no material departures.
- The directors have selected appropriate accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the company for that period.
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance

with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- d) We have prepared the annual accounts for the financial year ended 31st March, 2021 on a going concern basis.
- e) The Directors have laid down internal financial controls, which are adequate and are operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended 31st March, 2021.

## 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.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors in their meeting held on 30th June, 2020 had on the basis of recommendations of Nomination and Remuneration Committee appointed Ms. Kunda Kalpana (DIN: 07328517) as an Additional Director in the Category of Independent Director with effect from 30th June, 2020, for a period of 5 years subject to the approval of shareholders in the ensuing Annual General Meeting.

Ms. Kunda Kalpana meets the criteria of independence under Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. Further, in accordance with the circular dated 20th June, 2018, issued by the Stock Exchanges, she is not debarred from holding office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Ms. M. Vijaya Lakshmi (DIN: 07803294) was resigned as an Independent Director of the Company w.e.f 1st July, 2020, due to health issues.

The Directors place on record and appreciation of Ms. M. Vijaya Lakshmi for her valuable guidance and assistance received during the tenure as a Director and Member of various committees of the Board of Directors of the Company. The Director further confirmed that there are no other reasons other than those mentioned above.

The shareholders approved Ms. Kunda Kalpana (DIN: 07328517) appointment as Independent Director in the 33rd AGM held on 28th September, 2020.

Mr. M. Kalyan Ram (DIN: 02021580) was step down as Chairman of the Board of Directors and Mr. Sunder Kanaparthi (DIN: 00914869) was appointed as Chairman of the Board of Directors with effect from 1st April, 2021 in the Board Meeting held on 31st March, 2021.

The Board of Directors had on the basis of recommendations of Nomination and Remuneration Committee, appointed Dr. K.S. Nayak (DIN: 02703392) as an Additional Director (Non-Executive, Non-Independent) subject to the approval of the members at the ensuing Annual General Meeting.

The Board of Directors had on the basis of recommendations of Nomination and Remuneration Committee re-appointed Mr. M. Kalyan Ram (DIN: 02021580) for a further period of 5 years commencing from 29th July, 2021, subject to the approval of the

members in the ensuing Annual General Meeting.

## RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. K.T.V. Kaladhar, (DIN: 08450361) 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.

## SUBSIDIARIES INFORMATION

The company has the following four wholly owned subsidiaries as on 31st March, 2021

1. Vivobio Labs Private Ltd
2. Vivobio Discovery services Private Ltd
3. Surlogic Life Consultancy Private Ltd
4. Vivobio Consulting Services Private Ltd (Formerly Donakanti Consulting Services Private Ltd)

As per the provisions of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies/ Associate Companies/ Joint Ventures in Form AOC-1 is enclosed as Annexure-1.

## PERFORMANCE AND CONTRIBUTION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As per Rule 8 of Company's (Accounts) Rules, 2014 a Report on the financial performance of subsidiaries, associates and joint venture companies along with their contribution to the overall performance of the Company during the Financial Year ended 31st March, 2021 is enclosed as Annexure-2.

No company ceased to be Subsidiary during the year. The company doesn't have any Joint Ventures & Associate companies to report.

## LISTING AT STOCK EXCHANGES

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

## SHARE CAPITAL

During the financial year under review, there has been no change in the Authorized Capital of the Company. However, the Paid-up Share Capital of the Company increased by ₹53,20,000 during the year consequent to the allotment of 5,32,000 equity shares of ₹10/- each on exercise of 5,32,000 Convertible Warrants issued to promoter group. The Paid-up Share Capital of the Company as on 31st March, 2021 is ₹13,41,95,200 divided into 1,34,19,520 Equity Shares of ₹10 each fully paid up.

## CHANGES IN CAPITAL STRUCTURE

### Share Warrants:

During the year under review, the Company issued the 18,00,000 fully convertible warrants to its promoter group at a price of ₹45/-



per warrant (including a premium of ₹35/-), each convertible into 1 (One) Equity Share of face value of ₹10/- (Rupees Ten Only) each of the Company on preferential basis, in accordance with the provisions of Chapter V of SEBI ICDR Regulations. The Company allotted 18,00,000 fully convertible warrants to its promoter group on 12th November, 2020 upon receipt of upfront payment of 25% of the warrant issue price from the warrant holder and balance 75% is payable by the Warrant Holder at the time of allotment of the Equity Share which may be exercised at any time before expiry of 18 months from the date of allotment of Warrants.

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number of Shares	₹	Number of Shares	₹
<b>Equity Shares</b>				
Share capital				
(a) Authorised Equity Shares of ₹10/-each	1,60,00,000	16,00,00,000	1,60,00,000	16,00,00,000
b) issued Subscribed and fully paid up: Equity Shares of ₹10/- each	1,34,19,520	13,41,95,200	1,28,87,520	12,88,75,200
	<b>1,34,19,520</b>	<b>13,41,95,200</b>	<b>1,28,87,520</b>	<b>12,88,75,200</b>

Reconciliation of Shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number of Shares	₹	Number of Shares	₹
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	1,28,87,520	12,88,75,200	1,23,50,520	12,35,05,200
Add: issued and allotted during the year				
i. Allotment of shares pursuant to ESOP Scheme	-	-	1,37,000	13,70,000
ii. Allotment of shares under preferential issue guidelines	5,32,000	53,20,000	4,00,000	40,00,000
Less; Shares bought Back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,34,19,520</b>	<b>13,41,95,200</b>	<b>1,28,87,520</b>	<b>12,88,75,200</b>

Terms/Rights and restrictions attached to the Equity Shares:

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

#### 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 / behaviours 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.

#### 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>

#### 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.

Pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from 1st April, 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.

## 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.

## 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.

## KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) of the company as on 31st March, 2021 are Mr. M. Kalyan Ram Whole Time Director, Mr. K.T.V. Kaladhar, Whole Time Director & CFO and Mr. Karthik Allenkala, Company Secretary. During the year under review there were no Changes in the Key Managerial Personnel of the Company.

## 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>.

## TRANSFER OF UNCLAIMED DIVIDEND AND CORRESPONDING EQUITY SHARES

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

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

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.

## 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 report on corporate Governance.

## MATERIAL SUBSIDIARY

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

## 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.

- number of complaints filed during the financial year – NIL.
- number of complaints disposed of during the financial year – NOT APPLICABLE.
- number of complaints pending as on end of the financial year - NOT APPLICABLE.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis report for the year under review as stipulated under Regulation 34(2) (e) SEBI (LODR) Regulation, 2015 is enclosed as Annexure-3.

## MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted formally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. The Independent Directors takes appropriate steps to present their views to the Chairperson

One such meeting of Independent Directors was held during the year on 31st March, 2021 without the presence of Executive Directors and management personnel. All the Independent Directors attended the meeting.

## 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:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading

- Whistle Blower Policy
- Code of Conduct for Board of Directors and Officers of Senior Management
- Policy for determining materiality for disclosure
- Document Retention and Archival Policy
- Sexual Harassment Policy

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

## BOARD DISCLOSURES

### i. Risk Management

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

- Governance of Risk
- Identification of Risk
- 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.

### ii. Internal Control System

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.

## CORPORATE GOVERNANCE REPORT

A separate report on Corporate Governance is enclosed as Annexure-4 as a part of the Annual Report along with the certificate from the Practising Chartered Accountant on its compliance.

## 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 Report.

## AUDITOR'S REPORT

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.

## AUDITORS

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 28th September, 2017 until the conclusion of AGM of the company to be held in the year 2022.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s PCN & Co. Chartered Accountants, at the forthcoming AGM. The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer

The company has received consent letter from the statutory auditors and certificate indicating satisfaction of criteria sated in Section 141 of Companies Act, 2013.

## 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.

## 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.

## SECRETARIAL AUDIT

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 have appointed Mr. G. Vinay Babu, Practising Company Secretary, as secretarial Auditor to undertake the Secretarial Audit of your Company for the financial year ended 31st March, 2021. The Report of the Secretarial Audit is annexed as Annexure -5.

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

## ANNUAL SECRETARIAL COMPLIANCE REPORT

A Secretarial Compliance Report for the financial year ended 31st March, 2021, on compliance of all applicable SEBI Regulations and circulars / guidelines, issued by Mr. G. Vinay Babu, Practising Company Secretary, was submitted to BSE Limited.

## 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.

## STATUTORY INFORMATION AND OTHER DISCLOSURES

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure-6 and forms an integral part of this Report. 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-7 and forms an integral part of this Report. 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 annexed as Annexure-8" and forms an integral part of this annual report. 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. The above Annexure-8 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 Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also 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.

## FIXED DEPOSITS

During the year under review your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## CONSOLIDATED FINANCIAL STATEMENTS

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.

Consolidated financial statements incorporating the operations of the company, its subsidiaries are appended. As required under the provisions of the Act, a statement showing the salient features of the financial Statements of the subsidiaries is enclosed to this report.

The financial statements of the subsidiary companies will be made available to the members of the company and its subsidiary companies on request and will also be kept for inspection in the registered office of the company.

## 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 our company.

## REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## DETAILS ABOUT EMPLOYEES STOCK OPTION SCHEME

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is annexed as Annexure-9.

## 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. However during the year there was a revision in fees/ remuneration paid to Mr. Viswanath Kompella, Promoter in the capacity of Advisor to the Board which has been approved by the members of the Company in the 33rd Annual General Meeting by passing Special resolution. 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-10.

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 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.

## ENVIRONMENT, HEALTH AND SAFETY

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.

## GENERAL

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:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of your Company under any scheme save and except ESOS referred to in this Report.
3. There are no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
4. There was no instance of one time settlement with any Bank or Financial Institution.

5. There were no material changes commitments affecting the financial position of your Company between the end of financial year (31st March, 2021) and the date of the report (28th August,2021).

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

### 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

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Annexure-1  
**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**

Sl. No.	Name of the Subsidiary	Vivo Bio Labs Pvt Ltd	Vivo Bio Discovery Services Pvt Ltd	Surlogic Life Consultancy Pvt Ltd	Vivobio Consulting Services Pvt Ltd (Formerly Donakanti Consulting Services Pvt Ltd)
1.	Share Capital	1,00,000	1,00,000	1,00,000	1,00,000
2.	Reserves & Surplus	(52,444)	(52,444)	(35,745)	(9,129)
3.	Total Assets	14,43,156	1,65,356	32,34,455	3,17,36,769
4.	Total Liabilities	13,79,670	1,17,800	31,70,200	3,16,45,898
5.	Investments	-	-	-	-
6.	Turnover	-	-	-	-
7.	Profit before taxation	(5,990)	(5,990)	(6,020)	(3,040)
8.	Provision for taxation	-	-	-	-
9.	Profit after taxation	(5,990)	(5,990)	(6,020)	(3,040)
10.	Proposed Dividend	-	-	-	-
11.	% of shareholding	100%	100%	100%	100%

**Notes:**

- Names of Subsidiaries which are yet to commence operations- NIL
- Names of Subsidiaries which have been liquidated or sold during the 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 P C N & Associates**

Chartered Accountants

Firm Registration No. 016016S

For and on behalf of the Board of Directors

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

**M. Mohana Saradhi**

Partner

M. No. 244686

Date: 28th August, 2021

Place: Hyderabad

**A. Karthik**

Company Secretary

M. No. A44462



## Annexure-2

(Pursuant to Rule 8 of Companies (Accounts) Rules, 2014)

Report on the performance and financial position of each of the Subsidiaries, Associates and Joint Ventures Companies of the Company

### Part-A-Subsidiaries

Sl. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (Refer Note 4 below)	Turnover	Profit/ (Loss) before Taxation	Tax Expense/ (Benefit)	Profit/ (Loss) after Taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% of shareholding	Contribution to the overall performance of the Company
1	Vivo Bio Labs Pvt Ltd	23-10-2009	N.A.	INR	1,00,000	(52,444)	14,43,156	13,79,670	0	0	(5,990)	0	(5,990)	0	(5,990)	0	100%	-
2	Vivo Bio Discovery Services Pvt Ltd	23-10-2009	N.A.	INR	1,00,000	(52,444)	1,65,356	1,17,800	0	0	(5,990)	0	(5,990)	0	(5,990)	-	100%	-
3	Surlogic Life Consultancy Pvt Ltd	12-02-2016	N.A.	INR	1,00,000	(35,745)	32,34,455	31,70,200	0	0	(6,020)	0	(6,020)	0	(6,020)	-	100%	-
4	Vivobio Consulting Services Pvt Ltd	17-04-2019	N.A.	INR	1,00,000	(9,129)	3,17,36,769	3,16,45,898	0	0	(3,040)	0	(3,040)	0	(3,040)	-	100%	-

#### Notes:

1. Names of subsidiaries which have been liquidated or sold during the year:

Sl. No.	Name of the Company	Address
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NIL

### PART – B: ASSOCIATES AND JOINT VENTURES

There are no Associates and joint ventures to report.

For and on behalf of the Board of Directors

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

## Annexure-3

# Management Discussion and Analysis

### Global economic overview

The global economy reported de-growth of 3.3% in 2020 compared to a growth of 2.9% in 2019, the sharpest contraction since World War II. This steep decline in global economic growth was largely due to the outbreak of the novel coronavirus and the consequent suspension of economic activities across the world.

The global economy is projected to grow by 6% in 2021 largely due to the successful roll-out of vaccines across the globe, coupled with policy support in large economies. (Source: IMF)

### Indian economic overview

The Indian economy passed through one of the volatile periods in living memory in FY 2020-21.

At the start of 2020, India was among five largest global economies; its economic growth rate was the fastest among major economies (save China); its market size at 1.38 Billion was the second largest in the world; its rural population of the under-consumed was the largest in the world.

The Indian government announced a complete lockdown in public movement and economic activity from the fourth week of March 2020. As economic activity came to a grinding halt, the lockdown had a devastating impact on an already-slipping economy as 1.38 Billion Indians were required to stay indoors - one of the most stringent lockdowns enforced in the world.

The outbreak of the novel coronavirus and the consequent suspension of economic activities due to the pandemic-induced lockdown, coupled with muted consumer sentiment and investments, had a severe impact on the Indian economy during the first quarter of the year under review. The Indian economy de-grew 23.9 per cent in the first quarter of FY 2020-21, the sharpest de-growth experienced by the country since the index was prepared.

The Indian Government announced a bold economic stimulus to combat the sharp slowdown caused by the lockdown, its various measures aimed at easing liquidity and credit unavailability faced by the MSME sector to reinvigorate economic activity. Similarly, various measures targeted at incentivising investments in economic segments and labour reforms, helped improve sentiment and attract global investments, strengthening India's self-reliance for critical needs.

The Indian and state governments selectively lifted controls on movement, public gatherings and events from June 2020 onwards with each stage of lockdown relaxation linked to corresponding economic recovery. Interestingly, as controls relaxed, what the country observed was a new normal: individuals were encouraged to work from home; inter-city business travel was replaced by virtual engagement; a greater premium was placed on the ownership of personal mobility modes (cars and two-wheelers); there was a sharp increase in home purchase following the need to accommodate an additional room for home working.

The result is that India's relief consumption, following the lifting of social distancing controls, translated into a full-blown economic recovery. A number of sectors in India - real estate, steel, cement, home building products and consumer durables, among others - reported unprecedented growth. India de-grew at a relatively improved 7.5% in the July-September quarter and reported a 0.4% growth in the October-December quarter and a 1.6% growth in the last quarter of the year under review.

The result is that India's GDP contracted 7.3% during FY 2020-21, largely on account of the sharp depreciation of the first two quarters. This sharp Indian recovery - one of the most decisive among major economies - validated India's robust long-term consumption potential.

During FY 2020-21, while the Agricultural sector posted a growth of 3%, the Industrial sector contracted by (-) 7.4% and the Services sector was hit the hardest with a decline of (-) 8.4%. As a result, consumption expenditure declined (-) 7.1% while Gross Fixed Capital Formation contracted (-) 12.4%. A decline in global commodity prices helped contain inflation, with Consumer Price Index inflation rising 6.2% and Wholesale Price Index inflation rising 1.2% during the year.

### Indian economic reforms and recovery

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

India reported improving Goods and Services Tax (GST) collections month-on-month in the second half of FY 2020-21 following the relaxation of the lockdown, validating the consumption-driven improvement in the economy.

The per capita income was estimated to have declined by 5% from ₹1.35 Lakh in FY 2019-20 to ₹1.27 Lakh in FY 2020-21, which was considered moderate in view of the extensive demand destruction in the first two quarters of FY 2020-21.

The Indian currency strengthened from a level of ₹76.11 on 1st April, 2020 to a USD to ₹73.20 as on 31st March, 2021 after peaking at ₹76.97/ USD on 21st April, 2020 (Source: Poundsterlinglive, exchangerates.org.uk)

India's foreign exchange reserves continue to be in record setting mode – FY 2020-21 saw USD 101.5 Billion dollars accretion in reserves, the steepest rise in foreign exchange reserves in any financial year; India's forex reserves are ranked third after Japan and China and can cover more than a year's import payments.

India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking and was the only country in the emerging market basket that received positive FPIs of USD 23.6 Billion in 2020; the country ranked eighth among the world's top stock markets with a market capitalisation of USD 2.5 trillion in 2020.

The Indian government initiated structural reforms in agriculture, labour laws and medium-small enterprise segments. The labour reforms were intended to empower MSMEs increase employment, enhance labour productivity and wages.

India extended the Partial Credit Guarantee Scheme by relaxing the criteria and allowing state-owned lenders more time to purchase liabilities of shadow banks. Under the ₹45,000 Crore partial credit guarantee scheme, announced as a part of the Atmanirbhar Bharat package, three additional months were given to banks to purchase the portfolio of non-banking financial companies.

The government approved amendments to the Essential Commodities Act and brought an ordinance to allow farmers to sell their crop to anyone; the changes to the Essential Commodities Act, 1955, were intended to 'deregulate' agricultural commodities (cereals, pulses, oilseeds, edible oils, onions and potatoes from stock limits). The government approved the Farming Produce Trade and Commerce (Promotion and Facilitation) Ordinance, 2020, to ensure barrier-free trade in agriculture produce.

The Government relaxed foreign direct investment (FDI) norms for sectors like defence, coal mining, contract manufacturing and single-brand retail trading.

The Union Cabinet approved the production-linked incentive (PLI) scheme for 10 sectors. These incentives could attract outsized investments, catalysing India's growth journey.

### Outlook

The emergence of the second COVID-19 wave dampened outlook for a strong projected rebound in real GDP growth of 10.5% in FY 2021-22, which had been supported by a strong revival achieved in Q4 FY 2020-21 and impact of fiscal stimulus packages under Atmanirbhar 2.0 and 3.0 schemes, increased capital outlays and the promotion of investments in the Union Budget 2021-22.

As a result of the setback caused by the second wave, real GDP growth for FY 2021-22 may finish lower than expected before India returns to robust growth in FY 2022-23 with a projected 6.8% growth over FY 2021-22. (Source: Financial Express)

## Global pharmaceutical industry overview

The global pharmaceuticals market was pegged at USD 1,217.1 Billion in 2019, with a CAGR of 6.7% since 2015. A slight drop in the market is anticipated in 2020 as the market size is estimated at USD 1,209.6 Billion, de-growing at 0.6%. The de-growth was majorly owing to a lockdown and social distancing norms levied by several countries coupled with economic slowdown due to the Covid-19 outbreak and the steps taken to subdue it. The market is expected to recover and expand to USD 1,738.2 Billion by 2023, growing at a CAGR of 8.5%. The market is anticipated to reach USD 3,206.3 Billion in 2030. The growth of the market will be steered by technological advancements, lifestyle transformation, state-of-the-art drug discovery mechanism, massive pool of undiagnosed population and growth in pharmaceutical drug usage owing to the COVID-19 pandemic.

North America is anticipated to hang on to its leading position in the global pharmaceuticals market with market share of 45.33% by 2023 improving on its market share as against 2017. On the other hand, Europe is anticipated to witness a drop in its market share to 22.24 % by 2023 compared to 2017. Asia-Pacific pharmaceuticals market is anticipated to maintain its second position in the coming few years. The growth is catalysed by the growing and ageing population in major markets.

Global spending on R&D has achieved a record level of USD 1.7 trillion. 80% of the spending is accounted by only 10 countries. As part of the Sustainable Development Goals (SDG), countries have guaranteed to enhance the public and private R&D spending substantially along with the number of researchers by 2030. The global population is anticipated to increase to 9.9 Billion by 2050. The global number of people above age of 65 is anticipated to increase twice from 700 Million in 2019 to 1.5 Billion in 2050, which is anticipated to catalyse the demand of pharmaceutical industry across the globe. Keeping aside the ageing and growing population, the augmentation in purchasing power and access to superior quality healthcare and pharmaceuticals to poor and middle-income families globally are also driving the growth of the global pharma industry. Another factor, which is catalysing this growth is the increasing concentration of pharmaceutical companies to capture the rare and specialty diseases segment.

The global pharmaceutical industry is anticipated to be impacted by the adoption of cost control policies along with tightening of rules by government in major markets. Pharma companies have forcefully lessened their research and development (R&D) spending due to a slowdown in the last few years, which is also anticipated to affect the global pharma market as new drug revenues comprise a huge part of pharma firm's revenues due to the exclusivity of the drug.

The year under review witnessed the spread of Covid-19 virus across the globe, which was officially announced as a global pandemic by World Health Organization in March 2020. Though the virus spread disrupted business and manufacturing sectors shaking the roots of the global economy, it was seen as an attractive opportunity for the global pharmaceutical industry. Health consciousness of people across the world increased as a result the demand for effective treatments and drugs grew exponentially. (Source: the business research company, the business wire.com)

## Indian pharmaceutical sector overview

Indian pharmaceutical sector is the third largest globally by volume. Owing to supreme potential in formulations development, entrepreneurial ability of the firms and the vision of the industry to set up the country's footsteps in large foreign markets, the industry has grown to contribute annual revenues of about USD 41 Billion annually which accounts for ~1.72% of India's GDP. The industry has been a major frontrunner in propelling a superior health aftermath across the world due to manufacturing of generic drugs of decent quality and reasonable price. The disease burden in India has reduced due to easy accessibility of affordable drugs. The country is the largest supplier of generic drugs, contributing 20% of global exports. India supplies over 60% of the global demand for various vaccines and 40% of the demand for generic products in the US.

Indian domestic pharmaceutical market turnover reached ₹3.07 Lakh Crore (USD 41 Billion) in 2020 with a growth rate of 20% y-o-y over ₹2.56 Lakh Crore in 2019. The Indian pharmaceutical industry has proved to be a dependable supplier of drugs in a time of global need due to the Covid-19 pandemic and is anticipated to reach a USD 130 Billion by 2030. The medical devices industry has the capability to grow at 28 per cent per annum to reach USD 50 Billion by 2025. Pharmaceuticals are among the ten major attractive sectors for foreign investment in India. FDI inflows in the pharmaceutical sector in FY 2019-20 reached ₹3,650 Crore, registering a record growth of 98% y-o-y. India has emerged as a leading pharma exporter, exporting to 200+ countries with exports reaching USD 20.58 Billion during FY 2019-20. The cost of pharmaceutical manufacture in India is ~35% of that in US. As the country continues to achieve and maintains its leadership position in the manufacturing and supply of superior quality generic drugs and medical devices, the government is looking for increasing accessibility of medical care. (Sources: ipa-india.org, Financial Express)

## Global CRO segment overview

The global healthcare contract research organisation market size is anticipated to reach USD 66.1 Billion by 2028, estimated to increase at a CAGR rate of 6.6% between 2021 and 2028. The rise in drug development cost is expected to steer the market demand over the forecast period. The increasing cost of clinical trials and challenges prevailing in patient recruitment have ushered the biopharmaceutical companies to focus on regions such as Central and Eastern Europe, Asia Pacific, Latin America, and Middle East for cost savings and rapid patient recruitment. Based on type, clinical trial services have dominated the global market with 76.7% market share due to the fact that it involves four complicated phases comprising human subjects. The clinical monitoring segment held the largest revenue share in 2020 by service. In 2020, North America held a significant market share in the CRO segment owing to the prevalence of various international players, who invest an important portion of their revenue in research activities. The Asia Pacific is expected to register the fastest growth owing to the diminished cost advantaged compared to US and many other developed countries. Due to highest disease prevalence, China, Japan and India are expected to foresee humongous growth in the contract research organisation market.

The increase in prevalence of chronic as well as infectious diseases such as cancer and Alzheimer's is expected to induce demand for

effective and safe treatment options. For example, according to WHO, chronic diseases like respiratory disorders, diabetes, cancer, cardiovascular diseases, and other life-threatening diseases are anticipated to account for 73% of deaths and 60% of disease burden worldwide by 2020. This is encouraging a growing number of healthcare companies to focus on contract research organisations (CROs).

Additionally, increasing pressure on industry players to stick to rigorous schedules has enhanced the demand for outsourcing research activities to contract research organisations. Some government enterprises have also outsourced their clinical trial activities to CROs in order to conduct clinical trials with necessary infrastructure and proficiency within the minimum cost and time.

The outbreak of COVID-19 is anticipated to significantly steer the healthcare CRO segment exponentially, due to the enhancement in research being undertaken to control the pandemic (Sources: Research and Markets)

## Indian CRO segment overview

The India CRO (Contract Research Organisation) market was valued at USD 970 Million in 2020 and is anticipated to reach USD 1,962 Million by 2025, growing at a CAGR of 12.7%. The major factors that drive market demand are the presence of diverse climatic conditions, acceptance of international guidelines and intellectual property rights. Availability of large patient pool and large number of hospitals, educated and accessible human resources, and low operational cost due to cheap human resources are some of the other factors that are expected to drive the market during the forecast period. Continuous positive efforts by the regulatory authorities such as Director Controller General of India (DCGI), Indian Council of Medical Research (ICMR), and Directorate General of Foreign Trade (DGFT) are infusing enthusiasm for ceaseless improvements in the research field in India which is expected catalyze market growth. The Indian CRO market is divided 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 the pioneer and largest supplier of SPF lab animals in India. It is an authorised breeder and distributor of Taconic Biosciences' (USA) rodent models, Cyagen Biosciences (USA) custom rodent models and stem cell products and authorised distributor of Special Diets Services (UK) lab animal diets in India. The Company has also pioneered commercial distribution of SPF guinea pigs with breeders sourced from Elm Hill Labs (USA). Vivo Bio Tech uses highest quality SPF bred in-house lab animals in all its preclinical studies. The Company also offers full range of preclinical toxicology services in strict compliance with 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, Telengana.

## Financial overview

### Analysis of the Profit and Loss Statement

**Revenues:** Revenues from operations reported a 6.5% decrease from ₹55.45 Crore in FY 2019-20 to reach ₹51.85 Crore in FY 2020-21. Other income of the Company reported a 47.9% growth and

accounted for a 0.15% share of the Company's revenues, reflecting the Company's dependence on its core business operations.

**Expenses:** Total expenses decreased by 20.5% from ₹42.88 Crore in FY 2019-20 to ₹34.11 Crore due to a fall in employee cost and administrative expenditure. Raw material costs, accounting for a 13.9% share of the Company's revenues decreased by 15.8% from ₹8.56 Crore in FY 2019-20 to ₹7.21 Crore in FY 2020-21 owing to a decrease in the operations and the analytical studies revenues increasing in the revenue mix. Employees expenses accounting for a 16.5% share of the Company's revenues decreased by 14.3% from ₹10.00 Crore in FY 2019-20 to ₹8.57 Crore in FY 2020-21.

## Analysis of the Balance Sheet

### Sources of funds

The capital employed by the Company increased 28.1% from ₹57.39 Crore as on March 31, 2020 to ₹73.48 Crore as on March 31, 2021 owing to increased accruals and borrowings to fund a growing business. Return on capital employed, a measurement of returns derived from every rupee invested in the business increased/decreased by 474 basis points from 13.8% in FY 2019-20 to 18.6% in FY 2020-21 due to a change in revenue mix with the share of analytical studies increasing and the administrative expenses decreasing.

The net worth of the Company increased by 28.8% from ₹33.02 Crore as on March 31, 2020 to ₹42.53 Crore as on March 31, 2021 owing to an increase in reserves and surpluses. The Company's equity share capital, comprising 134,19,520 equity shares of ₹10 each, increased by 5,32,000 during the year under review.

The total debt of the Company increased by 27.1% to ₹30.96 Crore as on March 31, 2021 owing to borrowings mobilised to invest in a widening national footprint. The debt-equity ratio of the Company stood at 0.73 in FY 2020-21 compared to 0.74 in FY 2019-20.

Finance costs of the Company increased by 13.9% from ₹3.10 Crore in FY 2019-20 to ₹3.53 Crore in FY 2020-21 following an increase in liabilities.

### Applications of funds

Fixed assets (net) of the Company increased by 49% from ₹35.14

Crore as on March 31, 2020 to ₹52.37 Crore as on March 31, 2021 owing to an increase in infrastructure for analytical studies. Depreciation on tangible assets increased by 8.1% from ₹5.17 Crore in FY 2019-20 to ₹5.59 Crore in FY 2020-21 owing to an increase in fixed assets during the year under review.

### Investments

The company had not made any Non-current investments on March 31, 2020 or on March 31, 2021.

## Working capital management

Current assets of the Company increased by 0.6% from ₹26.92 Crore as on March 31, 2020 to ₹27.09 Crore as on March 31, 2021. The current and quick ratios of the Company stood at 1.24 and 0.63, respectively at the close of FY 2020-21 compared to 1.31 and 0.79, respectively at the close of FY 2019-20.

Inventories including raw materials, work-in-progress and finished goods among others increased by 25.5% from ₹10.58 Crore as on March 31, 2020 to ₹13.28 Crore as on March 31, 2021.

Trade receivables decreased from ₹10.48 Crore as on March 31, 2020 to ₹7.29 Crore as on March 31, 2021, a decrease of 30.4%. The Company contained its debtors' turnover cycle within 51 days of turnover equivalent in FY 2020-21 compared to 69 days in FY 2019-20.

Cash and bank balances of the Company increased by 13.3% from ₹102.86 Crore as on March 31, 2020 to ₹116.54 Crore as on March 31, 2021.

Loans and advances made by the Company increased by 11.7% from ₹4.26 Crore as on March 31, 2020 to ₹4.76 Crore on account of increased advances payable to suppliers.

## Margins

A reduction in administrative expenses and increase in analytical studies in the revenue mix improved margins during the year. The EBIDTA margin of the Company improved by 1163 basis points from 22.6% in FY 2019-20 to 34.2% in FY 2020-21 while the net profit margin of the Company improved by 295 basis points from 8.01% in FY 2019-20 to 10.96% in FY 2020-21.

## Key ratios

Particulars	FY 2019-20	FY 2020-21
EBIDTA/Turnover (%)	22.6	34.2
EBIDTA/Net interest ratio	4.04	5.03
Debt-equity ratio	0.74	0.73
Return on equity (%)	14.7	15.0
Book value per share (₹)	25.62	31.69
Earnings per share (₹)	3.45	4.23
Debtors' turnover (days)	69	51
Interest coverage ratio (x)	4.04	5.03
Current ratio (x)	1.24	1.31
Operating profit margin (%)	13.3	23.4
Net profit margin (%)	8.0	10.9

## Risks & concerns

The biotechnology industry is surrounded with high risk factors as a huge chunk of the capital is invested on the research and development of new products. However, the product may or may not emerge even after the completion of the process. Even after the development of new product, there is no assurance regarding generation of revenue or profitable operations. Several factors such as competition, patent protection and the regulatory environment can affect a product's profitability potential.

## Internal control systems and their adequacy

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

## Human resources

The Company employed 143 officers and workmen as on March 31, 2021. Increase in the value of human capital through the

development of individual and collective competencies has helped the company stay in step with market developments and requirements. The company implemented 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 enhance 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 ammend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

For and on behalf of the Board of Directors

Date: 28th August, 2021

Place: Hyderabad

**M. Kalyan Ram**

Whole Time Director

DIN: 02012580

**K.T.V. Kaladhar**

Whole Time Director & CFO

DIN: 08450361



## Annexure-4

# Report on Corporate Governance

Report Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the requirements of Corporate Governance is set out below:

## 1. Company's Philosophy:

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.

## 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 31st March, 2021 the Board of Directors ("Board") comprised of Six Directors, of which two are Executive Directors, one Non- Executive Non Independent Director and three Independent Directors.

### a) Composition and Category of Directors:

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 31st March, 2021, your Company had a total strength of six (6) Directors on the Board, comprising of two (2) Executive Directors (i.e. 33%), one (1) Non-Executive Director (i.e. 17%) and three Independent Directors (i.e. 50%) which is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No.	Name of the Director	Designation	Category
1	Mr. M. Kalyan Ram*	Chairperson cum Whole Time Director	Executive Director
2	Mr. K.T.V. Kaladhar	Whole Time Director & CFO	Executive Director
3	Dr. A. Sankaranarayanan	Director	Non-Executive Director
4	Mr. Sunder Kanaparthi*	Director	Independent Director
5	Mr. Hariharan Ravindran	Director	Independent Director
6	Ms. M. Vijaya Lakshmi#	Director	Independent Director
7	Ms. Kunda Kalpana@	Director	Independent Director

\* Mr. M. Kalyan Ram has step-down as Chairperson of the Board with effect from 1st April, 2021 and Mr. Sunder Kanaparthi has been appointed as Chairperson of the Board with effect from 1st April, 2021 in the Board Meeting held on 31st March, 2021.

@ Ms. Kunda Kalpana was inducted on the Board w.e.f. 30th June, 2020.

# Ms. M. Vijaya Lakshmi ceased to be Director w.e.f. 1st July, 2020

**b) Attendance of each Director at the meeting of the Board of Directors and the Last Annual General Meeting;**

The particulars of Attendance of each Director at the Board Meetings and the last AGM for the financial year ended 31st March, 2021 has been set out here below:

Sl. No.	Name of the Director	No. of Board Meetings		Attendance at last AGM (YES/NO/NA)
		Held	Attended	
1	Mr. M. Kalyan Ram	5	5	YES
2	Mr. K.T.V. Kaladhar	5	5	YES
3	Dr. A. Sankaranarayanan	5	5	YES
4	Mr. Sunder Kanaparthu	5	5	YES
5	Mr. Hariharan Ravindran	5	5	YES
6	Ms. M. Vijaya Lakshmi*	1	1	NA
7	Ms. Kunda Kalpana#	4	4	YES

\*Ceased with effect from 1st July, 2020

# Appointed with effect from 30th June, 2020

**c) Number of Other Directorships, Committee Membership(s) & Chairmanship(s)**

Sl. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Mr. M. Kalyan Ram	7	2	0
2	Mr. K.T.V. Kaladhar	3	0	0
3	Dr. A. Sankaranarayanan	3	0	0
4	Mr. Sunder Kanaparthu	7	4	4
5	Mr. Hariharan Ravindran	1	0	0
6	Ms. Kunda Kalpana	3	4	0

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

In accordance with SEBI (LODR) Regulations, 2015, memberships/chairmanships of only the Audit Committee and stakeholders/ investors grievance committees of all Public Limited Companies (Including Vivo Bio Tech Ltd) have been considered.

Names of the Listed Companies wherein the Directors of the Company are Directors

Sl. No.	Name of the Director	No. of Directorships in other Listed Companies	Names of other Listed Companies in which the Directors of the Company are Directors
1	Mr. M. Kalyan Ram	NIL	NA
2	Mr. K.T.V. Kaladhar	NIL	NA
3	Dr. A. Sankaranarayanan	NIL	NA
4	Mr. Sunder Kanaparthu	1	1) Virinchi Limited- Independent Director
5	Mr. Hariharan Ravindran	NIL	NA
6	Ms. Kunda Kalpana	2	1) Kellton Tech Solutions Limited - Independent Director 2) Virinchi Limited- Independent Director

**d) Number of Board Meetings held and the date on which held:**

During the year, 5 (Five) Board Meetings were held in respect of the which, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The dates on which the said meetings were held are 30th June, 2020, 28th August, 2020, 11th November, 2020, 10th February, 2021 and 31st March, 2021.

The necessary quorum was present for all meetings.

**e) Disclosure of relationship between directors inter-se**

None of the Directors are related to any other Director on the Board.

#### f) Number of Shares and Convertible instruments held by Non-Executive Directors

The number of equity shares & convertible instruments of the Company held by Non-Executive Directors as on 31st March, 2021 are as follows:

Sl. No .	Name of the Director	No of Equity Shares
1	Dr. A. Sankaranarayanan	Nil
2	Mr. Sunder Kanaparth	Nil
3	Mr. Hariharan Ravindran	Nil
4	Ms. Kunda Kalpana	Nil

#### g) The details of familiarization programs imparted to independent directors:

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.

Separate meetings of the Independent Directors held during the year under review, the Independent Directors met on 31st March, 2021, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the company, taking into account the views of the Executive and Non-Executive Directors;

- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties

The web link for details of familiarization programmes imparted to independent directors is available on the website <http://www.vivobio.com>.

#### h) 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:

- 1) 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.

2) Given below is the chart setting out the skills/expertise/competence of the Board of Directors:

Board of Directors	Industry Knowledge & experience	Corporate Finance, Taxation	Strategic Planning	Legal & Risk Management	Corporate Restructuring & Corporate Governance	Global Business	Leadership/operational experience
Mr. M. Kalyan Ram	Y	Y	Y	Y	Y	Y	Y
Mr. K.T.V. Kaladhar	Y	Y	Y	Y	Y	Y	Y
Dr. A. Sankaranarayanan	Y	Y	Y	-	Y	Y	Y
Mr. Sunder Kanaparth	Y	Y	Y	Y	Y	Y	Y
Mr. Hariharan Ravindran	Y	Y	Y	Y	Y	Y	Y
Ms. Kunda Kalpana	Y	Y	Y	-	Y	-	Y

**i) The Board also confirms that the independent directors fulfill the conditions specified in these 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.

**j) Resignation of Independent directors during the year**

During the year under review, Ms. M. Vijaya Lakshmi, Independent Director has resigned from the Directorship of the Company with effect from 1st July, 2020 due to health reasons. Further, she also confirmed in her letter that there are no other material reasons for resignation other than provided above.

**3. AUDIT COMMITTEE:**

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 to

- 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.

During the year under review the Board reconstituted the Audit Committee in its Board Meeting held on 30th June, 2020 due to resignation of Ms. M. Vijaya Lakshmi. As on 31st March, 2021, the Audit Committee of the Board comprises of three directors out of which 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 under review 4 (Four) meetings were held on 30th June, 2020, 28th August, 2020, 11th November, 2020, and 10th February, 2021.

Name of the Director	Designation	Nature of Directorship	Committee Meetings attended
Mr. Sunder Kanaparthi	Chairman	Independent Non-Executive Director	4
Mr. M. Kalyan Ram	Member	Executive Director	4
Ms. M. Vijaya Lakshmi*	Member	Independent Non-Executive Director	1
Ms. Kunda Kalpana#	Member	Independent Non-Executive Director	3

\*Ms. M. Vijaya Lakshmi ceased as a member of the Audit Committee from the closing hours of the 30th June, 2020.

# Ms. Kunda Kalpana was admitted as member of the Audit Committee w.e.f. 30th June, 2020.

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.

**4. Nomination and Remuneration Committee:**

The terms of reference of the 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.
- Shall 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 committee is mentioned in the Section A, Part D of Schedule II of SEBI (LODR) Regulations, 2015.

During the year under review the Board reconstituted the Nomination and Remuneration Committee in its Board Meeting held on 30th June, 2020 due to resignation of Ms. M. Vijaya Lakshmi. The Nomination and Remuneration Committee comprises of three (3) Non-Executive Directors being Independent Directors.

During the year under review 5 (Five) meetings were held on 30th June, 2020, 28th August, 2020, 11th November, 2020, 10th February, 2021 and 31st March, 2021.

Name of the Director	Designation	Nature of Directorship	Committee Meetings attended
Mr. Sunder Kanaparthu	Chairman	Independent Non-Executive	5
Mr. Hariharan Ravindran	Member	Independent Non-Executive	5
Ms. M. Vijaya Lakshmi*	Member	Independent Non-Executive	1
Ms. Kunda Kalpana#	Member	Independent Non-Executive	4

\*Ms. M. Vijaya Lakshmi ceased as a member of the Nomination and Remuneration Committee from the closing hours of the 30th June, 2020.

# Ms. Kunda Kalpana was admitted as member of the Nomination and Remuneration Committee w.e.f. 30th June, 2020.

#### 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:

#### 1. 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:
  - Qualification, expertise and experience of the Directors in their respective fields;
  - Personal, Professional or business standing;
  - 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

#### 2. 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 is available on the Company's website <http://www.vivobio.com/policies.php>.

#### 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.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance evaluation was done by the respective bodies on 31st March, 2021.

## INDEPENDENT DIRECTORS' MEETING

In accordance with the provisions of schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI Listing

Regulations, 2015, one meeting of the Independent Directors of the Company was held in the financial year on 31st March, 2021, without the attendance of Non-Independent Directors and members of the management.

## 5. REMUNERATION OF DIRECTORS

Details of remuneration paid to the Directors during the financial year 2020-21 are as follows:

### a. Executive Directors

Name	Salary	Benefits (perquisites)	Bonus	Pension	Commission	TOTAL
M. Kalyan Ram	8,62,404	-	-	-	-	8,62,404
K.T.V. Kaladhar	6,33,112	-	-	-	-	6,33,112
<b>TOTAL</b>						<b>14,95,516</b>

Mr. M. Kalyan Ram was re-appointed as Whole Time director w.e.f. 29th July, 2016 for a period of 5 years on the terms and conditions contained in the respective resolutions passed by the Members in the General Meeting. The Notice period is as per the rules of the Company. Mr. M. Kalyan Ram was re-appointed as Whole Time Director for a further period of 5 years w.e.f. 29th July, 2021 on the terms and conditions contained in the respective resolution to passed by the Members in the ensuing Annual General Meeting. There was no severance fee payable to them for cessation of their executive directorship.

Mr. K.T.V. Kaladhar was appointed as Whole Time director w.e.f. 17th May, 2019 for a period of 3 years on the terms and conditions contained in the respective resolutions passed by the Members in

the General Meeting. The Notice period is as per the rules of the Company. There was no severance fee payable to them for cessation of their executive directorship.

No directors were granted options under ESOP.

### b. Non-Executive Directors

There were no pecuniary transactions with any non-executive director of the Company

Non-Executive Directors are paid sitting fee for attending the Board and Committee meetings. Sitting fee of ₹10,000 is being paid to Non-Executive Directors for attending each meeting of the Board of Directors and ₹5000 for each meeting of the Committees of Board of Directors. During the year, the sitting fees paid was as follows

Sl. No.	Name of the Director	Sitting Fees	Shares held as on 31st March,2021
1	Mr. Sunder Kanaparthi	1,15,000	Nil
2	Ms. M. Vijaya Lakshmi	25,000	Nil
3	Mr. Hariharan Ravindran	75,000	Nil
4	Dr. A. Sankaranarayanan	50,000	Nil
5	Ms. Kunda Kalpana	90,000	Nil

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

1. The Board constituted a stakeholders Relationship committee which looks into shareholders and investors grievances under the Chairmanship of Sunder Kanaparthi who is an Independent and Non- Executive director. 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.

2. 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

3. The Board of Directors has delegated the power of approving transfer of securities to M/s. Aarthi Consultants Private Limited.

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.

### a) Composition of the Committee:

During the year under review the Board reconstituted the Stakeholders' relationship Committee in its Board Meeting held on 30th June, 2020 due to resignation of Ms. M. Vijaya Lakshmi. During the year under review 4 (Four) meetings were held on 30th June, 2020, 28th August, 2020, 11th November, 2020 and 10th February, 2021.



Name of the Director	Designation	Nature of Directorship	Committee Meetings attended
Mr. Sunder Kanaparthi	Chairman	Independent Non-Executive	4
Mr. M. Kalyan Ram	Member	Executive Director	4
Ms. M. Vijaya Lakshmi*	Member	Independent Non-Executive	1
Ms. Kunda Kalpana#	Member	Independent Non-Executive	3

\*Ms. M. Vijaya Lakshmi ceased as a member of the Stakeholders' relationship Committee from the closing hours of the 30th June, 2020.

# Ms. Kunda Kalpana was admitted as member of the Stakeholders' relationship Committee w.e.f. 30th June, 2020.

**b) Name & Designation of the Compliance officer:**

Mr. A.Karthik

Company Secretary,

8-2-672 / 5 & 6, 3rd Floor,

Illyas Mohammed Khan Estate,

Road No. 1, Banjara Hills

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

**c) Number of Shareholders complaints received so far.**

During the financial year ended 31st March, 2021, the Company has not received any complaints from the shareholders.

**d) Number of complaints not resolved to the satisfaction of shareholders is NIL.**

**e) There were no pending complaints as at the year end.**

The Company has not received any complaints during the year under review.

## 7. GENERAL BODY MEETINGS:

**a) Details of Annual General Meetings: Location and time of the last three AGM's.**

Financial Year	Date & Time	Venue	No. of Special Resolutions Passed
2019-20	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.	5
2018-19	28/09/2019 1.30 P.M	8-2-672/5&6, 3rd Floor, Road No. 1 Banjara Hills, Hyderabad-34	2
2017-18	28/09/2018 01.00 P.M	8-2-672/5&6, 3rd Floor, Road No. 1 Banjara Hills, Hyderabad-34	4

**b) Special resolutions passed in the previous three Annual General Meetings**

AGM	Special Resolution
2019-20	*To appoint a Director in place of Dr Sankaranarayanan Alangudi (DIN: 02703392) who retires by rotation, and being eligible, offers himself for re-appointment.
	*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.
2018-19	*Re-Appointment of Mr. Sunder Kanaparthi (DIN: 00914869) as an Independent Director.
	*Re-Appointment of Mr. Hariharan Ravindran (DIN: 06883959), as an Independent Director.
2017-18	*To ratify issue of 33,00,000 Convertible Warrants on Preferential Basis.
	*Adoption of new Articles of Association of the Company.
	*Alteration of Memorandum of Association of the Company.
	*Investment(S), Loans, Guarantees And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013.

**c) Extraordinary General Meeting:**

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

**d) Special resolution passed last year through postal ballot – details of voting pattern and person who conducted the postal ballot exercise**

During the financial year under review, no resolution was passed

through Postal Ballot. Therefore providing details of person who conducted the Postal Ballot exercise does not arise. Also, no special resolution is being proposed through Postal Ballot as on the date of notice calling the Annual General Meeting. The members of the Company will be intimated appropriately as and when the Postal Ballot need arises.

The procedure for postal Ballot is / shall be as per the provisions mentioned in the Companies Act, 2013 and rules made there under.

**e) 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.

**8. MEANS OF COMMUNICATION**

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

- a) 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](http://www.vivobio.com/quarterly_result.php)
- b) 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.
- c) Event based news releases are posted on our website [http://www.vivobio.com/financial\\_information.php](http://www.vivobio.com/financial_information.php) and also furnished to the Stock Exchange.
- d) No presentations were made to institutional investors or to the analysts during the financial year under review.
- e) 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](http://www.vivobio.com) contains separate section for investors where shareholders information is made available.

Further following information is available on the website of the Company i.e. [www.vivobio.com](http://www.vivobio.com) ;

- Details of business of the Company;
- Terms and conditions of appointment of Independent Directors;

- Composition of various Committees of Board of Directors;
- Code of Conduct for Board of Directors and Senior Management Personnel;
- Details of establishment of vigil mechanism/ Whistle Blower policy;
- Criteria of making payments to Non-Executive Directors;
- Policy on dealing with Related Party Transactions;
- Details of familiarization programs imparted to Independent Directors;
- Policy for determination of materiality of events.

**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.

**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.

**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.

**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](mailto:Investors@vivobio.com)

**9. General Shareholder Information**

**a) Annual General meeting**

The 34th Annual General Meeting of the Company will be held through Video Conferencing at 3.30 P.M. on Tuesday, the 28th day of September, 2021.

Date of Book Closure: 22nd September, 2021 to 28th September, 2021 (Both days inclusive)

**b) Financial Year: (2021-22)**

The Financial year under review is 2021-2022 [01st April, 2021 to 31st March, 2022].

Tentative Schedule for considering Financial Results:

Quarter Ending	Release of Results
30th June, 2021	latest by 14th August, 2021
30th September, 2021	latest by 14th November, 2021
31st December, 2021	latest by 14th February, 2022
31st March, 2022	latest by 30th May, 2022

**c) Dividend payment date;**

Not Applicable

**d) 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 2021-22 on equity share capital has been paid to BSE.

The Company has paid custodial fees for the year 2021-22 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 31st March, 2021.

**e) Stock Code & ISIN**

BSE Scrip Code: 511509

Security Id: VIVOBLOT

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

**f) Market Price Data :**

The Monthly high and low prices of your company's share at BSE for the year ended 31st March, 2021 are as under:

Month	Highest (₹)	Lowest (₹)	Volume of Shares traded
April, 2020	33.70	17.55	46,010
May,2020	33.50	25.15	28,394
June,2020	33.60	26.05	72,438
July, 2020	31.40	25.00	76,888
August, 2020	59.40	28.20	3,07,336
September, 2020	45.90	36.20	89,882
October, 2020	53.50	30.40	2,85,703
November, 2020	61.40	38.60	3,67,810
December, 2020	57.40	42.10	5,96,796
January,2021	71.40	47.00	5,76,919
February,2021	64.00	50.00	2,65,886
March,2021	61.85	47.55	2,24,462

**g) Share price performance in comparison to broad based indices – BSE**

Vivo Share Price Vs BSE		
Particulars	Share price (Closing)	BSE Sensex(Closing)
As on 1st April, 2020	19.05	28,265.31
As on 31st March, 2021	47.90	49,509.15
Change (%)	151.44%	75.16%

**h) The trading of our securities was never suspended at any point of time during the FY 2020-21.****i) Registrar and Share Transfer Agents**

M/s. Aarathi Consultants Private Ltd (Unit: Vivo Bio Tech Ltd)

1-2-285, Domalguda, Hyderabad Phone# 040-2763 4445, 2763 8111

Email: info@aarthiconsultants.com

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.

**j) Share Transfer System:**

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

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

**k) Distribution of shareholding;**

(As on 31.03.2021)

Sl. No.	Category	Holders	Holders Percentage	Shares	Amount	Amount percentage
1	1 - 5000	7663	95.44	452370	4523700	3.41
2	5001 - 10000	184	2.29	150784	1507840	1.11
3	10001 - 20000	88	1.1	131841	1318410	0.97
4	20001 - 30000	23	0.29	57574	575740	0.42
5	30001 - 40000	8	0.1	27143	271430	0.2

(As on 31.03.2021)

Sl. No.	Category	Holders	Holders Percentage	Shares	Amount	Amount percentage
6	40001 - 50000	10	0.12	47282	472820	0.35
7	50001 - 100000	21	0.26	159592	1595920	1.17
8	100001 & Above	32	0.4	12392934	123929340	92.37
	<b>Total:</b>	<b>8029</b>	<b>100</b>	<b>13419520</b>	<b>134195200</b>	<b>100</b>

**Distribution of Shareholding on the basis of ownership as on 31st March, 2021**

Sl. No.	Description	No. of Shares	% of Total Capital
1	Promoter / Promoter group	5003500	37.29
2	Foreign Institutional Investors	NIL	NIL
3	Banks / Mutual Funds / NBFC	NIL	NIL
4	Bodies Corporate	4079427	30.4
5	Individuals / HUF	1609136	11.99
6	Non Resident Indians	381268	2.84
7	Foreign Bodies	2335000	17.4
8	Clearing Members / Trusts	11189	0.08
	<b>TOTAL</b>	<b>13419520</b>	<b>100.00</b>

**l) 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 31st March, 2021 1,07,17,663 equity shares forming part of 79.87 % of the share capital are in demat form and 27,01,857 equity shares forming 20.13 % of the share capital are in physical form.

Dematerialization of Shares and Liquidity as on 31st March, 2021

Particulars	No. of Shares	% of Total
NSDL	87,03,791	64.87
CDSL	20,13,872	15.00
Physical	27,01,857	20.13
<b>Total</b>	<b>13419520</b>	<b>100.00</b>

Note: #5,32,000 Warrants which are converted into equity shares are shown in physical as they are not credited into the beneficiary demat accounts as on 31st March, 2021.

**m) Outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31st March, 2021.**

There are no outstanding Global Depository Receipts/ American Depository Receipts. However during the year under review the company issued and allotted 18,00,000 warrants on private placement basis to the promoters group.

Out of the 18,00,000 warrants, 5,32,000 warrants are converted during the year. At the end of the year 12,68,000 warrants are pending for conversion/exercise.

**n) Commodity Price Risk or foreign exchange risk and hedging activities.**

The commodity price risk is not applicable to the company as it is

the business of CRO and within India only.

**o) 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 - 502311,  
Siddipet District, Telangana, India

**Registered Office:**

8-2-672/5&6, 3rd Floor,  
Ilyas Mohammed Khan Estate,  
Road No.1, Banjara Hills,  
Hyderabad-500034, Telangana.

**p) 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 (Unit-Vivo Bio Tech Ltd) 1-2-285, Domalguda, Hyderabad. Phone # 040-27634445 / 27638111 Email : info@arthiconsultants.com, arthiconsultants@gmail.com	Company Secretary M/s. Vivo Bio Tech Ltd 8-2-672/5 & 6, 3rd Floor, Illyas Mohammed Khan Estate Banjara Hills, Road # 1, Above Kotak Mahindra Bank, Hyderabad - 500034. Phone # 040-23313288 Email : investors@vivobio.com

**q) 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 ₹36.27 Crore of Vivo Bio Tech Limited.

**10. OTHER DISCLOSURES:****a) 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. However there was a revision in fees/remuneration paid to Mr. Viswanath Kompella, Promoter in the capacity of advisor to the Board has been approved by the members of the Company in the 33rd Annual General Meeting by passing Special resolution. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under 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>

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.

Disclosures on materially significant related party transactions, which may have potential conflict with the interest of the Company at large: There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. However, the other related party transactions form part of the financial statements. The related party transactions policy is available on the website of the Company a <http://www.vivobio.com/policies.php>

**b) 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;**

Sl. No.	Compliance Requirement	Deviations	Observation/Remarks of the Practicing Company Secretary
1	<b>Regulation 34 of LODR Regulations</b> 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 advertantly.  The company has paid the amount of ₹4,000+Taxes to BSE Ltd for this violation.

**c) 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>

**d) 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.

**e) Policy on Material Subsidiaries**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has adopted

a policy with regard to determination of material subsidiaries. However the company doesn't have any material subsidiaries. The policy for determining 'material' subsidiaries is available on <http://www.vivobio.com/policies.php>.

**f) Web link where policy on dealing with related party transactions;**

The policy on dealing with related party transactions is available on the website of the Company <http://www.vivobio.com/policies.php>.

**g) Disclosure of commodity price risks and commodity hedging activities: Not applicable**

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

During the year under review the Company has allotted 18,00,000 convertible warrants to promoter group at a price of ₹45/- each (including premium of ₹35/-) and the allottees have paid 25% of the price towards allotment of the warrants which resulted into ₹2,02,50,000. The Company has received the balance of amount of 75% from the warrant holders for the conversion of 5,32,000 warrants

into equity shares, accordingly the company raised ₹1,79,55,000 (One Crore Seventy Nine Lakh Fifty Five Thousand Only) through the allotment of 5,32,000 equity shares of ₹10/- . 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.

**i) 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.

**j) Details of recommendations of any committee that were not accepted by the Board**

There were no instances during the financial year 2020-21 wherein the Board had not accepted the recommendations made by any Committees of the Board.

**k) 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 31st March, 2021, fees paid to the Statutory Auditors (P C N & Associates) and its network firms are as follows:

Fees (Including Taxes)	Vivo Bio Tech Limited to Statutory Auditors	Vivo Bio Tech Ltd 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	-	-	-

**l) 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: Not Applicable
- Number of complaints pending as on end of the financial year: Not Applicable

11. 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.

12. 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.

13. 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



Regulation	Particulars of Regulation	Compliance Status ( Yes/No)
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(2)(b) to (i)	Website	Yes

**Disclosure with respect to demat suspense account / unclaimed suspense account:**

Not Applicable

**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.

**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 <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 31st March, 2020.

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 and forms part of this report.

**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.

**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>

**Auditors Certificate on Corporate Governance**

The Company has obtained a certificate from its statutory auditors 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 is attached to this report.

## Declaration on Code of Conduct

The Members

Vivo Bio Tech Limited.

**Sub: 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 31st March, 2021.

For and on behalf of the Board of Directors

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

## Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**Vivo Bio Tech Limited**

8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate,  
Road #1, Banjara Hills, Hyderabad-500034, Telangana.

I G. Vinay Babu, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Vivo Bio Tech Limited having CIN L65993TG1987PLC007163 and having registered office at 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate, Road #1, Banjara Hills, Hyderabad-500034, Telangana (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 Para-C Sub clause 10(i) of the Securities 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 Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & 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 31st March, 2021 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.

Sl. No.	Name of Director	DIN	Date of Appointment in Company*
1	Mr. M. Kalyan Ram	02012580	26-11-2009
2	Mr. K.T.V Kaladhar	08450361	17-05-2019
3	Dr. A. Sankaranarayanan	02703392	31-07-2009
4	Mr. Sunder Kanaparth	00914869	28-04-2011
6	Mr. Hariharan Ravindran	06883959	28-05-2014
6	Ms. 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. Our responsibility is to express an opinion on these based on our 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: 28.08.2021

Vinay Babu Gade  
Company Secretary in Practice  
M.No. 20592, CP.No.20707  
UDIN: A020592C000852478

## 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 31st March, 2021 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 Auditors 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.

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Chief Financial Officer

## Independent Auditors 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 31st March, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### 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 the SEBI Listing Regulations.

### Auditors' 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 purpose 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 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 SEBI Listing Regulations during the year ended 31st March, 2021.
8. We state that such compliance 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.

### 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 P C N & Associates  
Chartered Accountants  
FRN: 016016S

**M. Mohana Saradhi**  
Partner

Place: Hyderabad  
Date: 28th August, 2021

M.No: 244686  
UDIN: 21244686AAACT7980

## Annexure-5

# SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2021

## Form No. MR-3

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

To,  
The Members,  
**Vivo Bio Tech Limited**  
Hyderabad.

I 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 M/s. Vivo Bio Tech Limited. (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, 2021 (i.e. from April 1, 2020 to March 31, 2021) 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 to the applicable extent for the financial year ended on March 31, 2021 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - 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 thereunder;
  - 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 Borrowing.
  - 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - 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 5 Board Meetings, 4 Audit Committee Meetings, 1 Independent Director's Meeting, 5 Nomination and Remuneration Committee Meetings, 4 Stakeholders Relationship Committee Meetings and 1 General Meeting. 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 Meeting.
3. In view of lockdown imposed and COVID-19 Pandemic, the Company has, wherever applicable, sought and availed temporary compliance relief, including filings under the Companies Fresh Start Scheme, 2020.

4. 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
5. The Company has framed various policies and displayed the same on the company's website i.e.,www.vivobio.com
  - Policy on Preservation of Documents
  - Whistle Blower Policy
  - Related Party Transaction Policy
  - Familiarization programme for Independent Directors
  - Nomination and remuneration Policy
6. 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. We further report that 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. We further report that 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.

Place: Hyderabad

Date: 28th August, 2021

Vinay Babu Gade  
Company Secretary in Practice  
ACS No. 20592, COP No. 20707  
UDIN: A020592C000852445

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

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## Annexure to Secretarial Audit Report

To,  
The Members,  
**Vivo Bio Tech Limited,**  
8-2-672/5&6, 3rd Floor, Estate Road No.1,  
Banjara Hills Hyderabad-500034,  
Telangana, India.

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

1. Maintenance of secretarial record 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 on test basis 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. Wherever 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 management. My examination was limited to the verification of procedures 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: 28th August, 2021

Vinay Babu Gade  
Company Secretary in Practice  
ACS No. 20592, COP No. 20707  
UDIN: A020592C000852445

Annexure-6

## 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

#### 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.

- iv. The expenditure incurred on Research and Development: Nil

### Research and Development

#### A. 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 physico-chemical and biochemical/immunological characterization of various proteins

#### B. 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.

#### A. 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.

### C) 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:

Particulars	(₹ in Crore)	
	FY 2020-21	FY 2019-20
Foreign Exchange Earnings	1.85	10.26
Foreign Exchange Outgo	4.17	3.34

For and on behalf of the Board of Directors

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Annexure-7

## 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

Sl. 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>M. Kalyan Ram</td> <td>4.78</td> </tr> <tr> <td>K.T.V. Kaladhar</td> <td>3.34</td> </tr> </tbody> </table> <p>a. The Median Remuneration of all the employees of the company was ₹1,80,054/-</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)	M. Kalyan Ram	4.78	K.T.V. Kaladhar	3.34										
Name of the Director	Ratio( In X Times)																	
M. Kalyan Ram	4.78																	
K.T.V. Kaladhar	3.34																	
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>M. Kalyan Ram</td> <td>NIL</td> </tr> <tr> <td>K.T.V. Kaladhar</td> <td>(-7.06%)</td> </tr> <tr> <td>A. Sankaranarayanan*</td> <td>N.A</td> </tr> <tr> <td>Kunda Kalpana*</td> <td>N.A</td> </tr> <tr> <td>Hariharan Ravindran*</td> <td>N.A</td> </tr> <tr> <td>Sunder Kanaparthi *</td> <td>N.A</td> </tr> <tr> <td>A. Karthik-Company Secretary</td> <td>8.81%</td> </tr> </tbody> </table>	Name of the Director	% increase in Remuneration	M. Kalyan Ram	NIL	K.T.V. Kaladhar	(-7.06%)	A. Sankaranarayanan*	N.A	Kunda Kalpana*	N.A	Hariharan Ravindran*	N.A	Sunder Kanaparthi *	N.A	A. Karthik-Company Secretary	8.81%
Name of the Director	% increase in Remuneration																	
M. Kalyan Ram	NIL																	
K.T.V. Kaladhar	(-7.06%)																	
A. Sankaranarayanan*	N.A																	
Kunda Kalpana*	N.A																	
Hariharan Ravindran*	N.A																	
Sunder Kanaparthi *	N.A																	
A. Karthik-Company Secretary	8.81%																	
3	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2021, the percentage Increase/decrease in the median remuneration of employees as compared to previous year was approximately (9.19%)																
4	The number of permanent employees on the rolls of Company.	There were 143 employees as on 31st March, 2021.																
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 15.15% for Employees other than Managerial Personnel and (0%) for Managerial Personnel																
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, It is confirmed.																

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.

For and on behalf of the Board of Directors

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

## Annexure-9

## Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI forms part of the notes to the financial statements provided in this Annual Report.

Sl. No.	Description	Year ended 31st March, 2021	
1	Date of Shareholder's Approval	10th February, 2017	
2	Total number of options approved under ESOS	30,00,000	
3	Vesting requirements	Commences at the expiry of one year from the date of grant	
4	Exercise price or pricing formula	Pricing as decided by the nomination committee as on the date of committee meeting.	
5	Maximum term of options granted	5 years	
6	Source of shares (primary, secondary or Primary combination)	Primary	
7	Variation of terms of options	Nil	
8	Method used to account for ESOS - Intrinsic or fair value	The company has calculated the employee compensation cost using the intrinsic value of the stock options	
9	Difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options	Nil	
10	The impact of this difference on profits and on EPS of the company on the current year profits ( for the year grants)	Profit (Loss) after Tax ( in ₹) Less: Additional Employee Compensation cost of Fair Value over Intrinsic Value (in ₹) Adjusted PAT (Loss) ( in ₹) Adjusted weighted avg. EPS (in ₹)	NIL

### Details of ESOS during the financial year

Sl. No.	Description	Year ended 31st March, 2021								
1	Number of Options Outstanding at the beginning of the year( Un granted)	19,20,000								
2	Number of options granted during the year	Nil								
3	Number of options forfeited/lapsed during the year	1,38,000								
4	Number of options vested during the year	1,54,000								
5	Number of options exercised during the year	Nil								
6	Number of shares arising as a result of exercise of options	Nil								
7	Amount realized by exercise of options (₹)	Nil								
8	Loan repaid by the Trust during the year from exercise price received	NA								
9	Number of options outstanding at the end of the year (out of total number of options approved under ESOS)	20,58,000								
10	Number of options exercisable at the end of the year (out of total number of options approved under ESOS)	3,99,000								
11	Weighted-average exercise	<table border="1"> <thead> <tr> <th>Stock Options Granted on</th> <th>Weighted average exercise price( in ₹)</th> <th>Weighted average fair value (in ₹)</th> </tr> </thead> <tbody> <tr> <td>NA</td> <td>NA</td> <td>NA</td> </tr> </tbody> </table>	Stock Options Granted on	Weighted average exercise price( in ₹)	Weighted average fair value (in ₹)	NA	NA	NA		
Stock Options Granted on	Weighted average exercise price( in ₹)	Weighted average fair value (in ₹)								
NA	NA	NA								
12	Employee wise details of options granted to									

Sl. No.	Description	Year ended 31st March, 2021
	Senior Manager Personnel	NA
	Any other employee who receive a grant of options in any one year of option amounting to 5% or more of option granted during the year	Nil
	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant	Nil
13	Description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information	The Black Scholes option-pricing model was developed for estimating fair value of traded options that have no vesting restrictions and are fully transferable. Since option-pricing models require use of substantive assumptions, changes therein can materially affect fair value of options. The option pricing models do not necessarily provide a reliable measure of fair value of options
14	The main assumptions used in the Black Scholes option-pricing model during the year were as follows:	
	(i) Weighted average values of share price	Refer Point#11
	(ii) exercise price	Refer Point#11
	(iii) Risk free interest rate	5 years
	(iv) Expected Life of Options	Nil
	(v) Expected volatility	NA
	(vi) Dividend yield	NA
15	The method used and the assumptions made to incorporate the effects of expected early exercise	NA
16	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	NA
17	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Yes and other standard methods accepted by ICAI

For and on behalf of the Board of Directors

Date: 28th August, 2021

Place: Hyderabad

**M. Kalyan Ram**

Whole Time Director

DIN: 02012580

**K.T.V. Kaladhar**

Whole Time Director &amp; CFO

DIN: 08450361



## Annexure-10

# 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 2020-21.

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

Sl. No.	Name of the Company/Party Name	Relationship
1	Vivobio Discovery Services Private Ltd	Wholly owned Subsidiary
2	Vivobio Labs Private Ltd	Wholly owned Subsidiary
3	Surlogic Life Consultancy Private Ltd	Wholly owned Subsidiary
4	Vivobio Consulting Services Private Limited (Formerly Donakanti Consulting Services Private Limited)	Wholly owned Subsidiary
5	Viswanath Kompella	Promoter Cum Advisor
6	Virinchi Ltd	Common Promoters & Director

(b) Nature of contracts/arrangements/transactions

- The company took leased premises from Virinchi Ltd and also entered into a software development and consulting services contract with Virinchi Limited for the operations of the Company.
- 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.

(c) Duration of the contracts/arrangements/transactions

Inter-company agreements entered into with subsidiary companies, as amended and ongoing.

The lease agreement extended for another 11 months. The duration of the contract for the software development and services is for 5 years.

The appointment of Mr. Viswanath Kompella as advisor shall be effective from 1st April, 2019 initially for a period of 5 years, renewable by the Board from time to time.

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

To provide IT Services to the client/customers as per agreement.

The payment terms of each project as per the intercompany agreements entered with the respective subsidiaries.

For the lease transaction limit it is ₹3 Lakh per year and the value of the contract for the software development is ₹5 Crore.

**Monetary Terms with Mr. Viswanath Kompella**

- Payment of Fee/ Remuneration: Not Exceeding ₹1,20,00,000/- (Rupees One Crore Twenty Lakh Only) per annum (subject to statutory deductions and exclusive of applicable taxes) which is payable as follows:
  - Fixed monthly Fee/Remuneration of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand Only) upto 31st August, 2020 and ₹10,00,000/- (Rupees Ten Lakh Only) from 1st September, 2020 for the remaining tenure of 3 years and 7 months.
- 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.
- 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 70 Lakh only.

- (e) **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. 30/08/2014 is the date of board meeting on which the transaction of lease agreement with Virinchi approved.**

The Audit Committee in its meeting held on 12th February, 2019, has 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 12th February, 2019 for a period of five years with effect from 1st April, 2019.

Further during the year under review 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 28th August, 2020 discussed and approved the Increase of fees/remuneration from 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) per month to ₹10,00,000/- (Rupees Ten Lakh Only) per month with effect from 1st September, 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 28th September, 2020.

- (f) **Amount paid as advances, if any: Nil**

For and on behalf of the Board of Directors

Date: 28th August, 2021  
Place: Hyderabad

**M. Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

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FINANCIAL

STATEMENTS

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STANDALONE  
FINANCIAL  
STATEMENTS

# INDEPENDENT AUDITOR'S REPORT

## ON STANDALONE FINANCIAL STATEMENTS

To  
The members of  
**VIVO BIO TECH LIMITED**

### OPINION

We have audited the financial statements of VIVO BIO TECH LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss (including other comprehensive income) the Statement of Changes in Equity and the 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 standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and Profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit 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 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

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

### AUDITOR'S RESPONSIBILITY

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, 2016 ('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 the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, 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, Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards 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 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; 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 the 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 Company does not have any pending litigations which would impact its financial position.
- ii. The Company has made provision, as required under the applicable law or accounting standards,

for material foreseeable losses, if any, on long term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

**For P C N & Associates**  
Chartered Accountants  
Firm's Registration No: 016016S

**M. Mohana Saradhi**  
Partner  
Membership No: 244686  
UDIN: 21244686AAAACB2734

Place: Hyderabad  
Date: 29-06-2021

## Annexure A to the Auditor's Report

Annexure referred to in paragraph 1 of Our Report of even date to the members of M/s. VIVO BIO TECH LIMITED on the accounts of the company for the year ended 31st March, 2021 Under "Report on other Legal & Regulatory Requirements"

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) Fixed assets 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.
- ii. 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.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to its subsidiaries, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b) 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.
  - (c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Goods and Service Tax, Customs Duty. However there was a small delay in depositing TDS and Advance Tax as applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanation 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 as at March 31, 2021 on account of any dispute.
- viii. In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to banks or financial institutions. The company has not issued any debentures.
- ix. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company.
- x. During the course of examination of books of accounts and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have been informed of such cases by the management.
- xi. According to information and explanation given to us and based on our examination of records of the company, the Company has paid/provided for managerial remuneration in accordance with the provisions of section 197 read with schedule V to the Act.
- xii. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) According to the information and explanations given by the management, the company has made preferential allotment during the year.

(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.

(c) Details of Preferential Allotment and share warrants are given below:

Date of Allotment	Parties to whom shares/Share warrants are allotted	Class of instrument	No of shares/Share warrants	Total (₹)
12-11-2020	Shri Shri Resorts Pvt Ltd	Equity Share Warrants	** 7,88,000	88,65,000
12-11-2020	Maxcell phone communications India Pvt. Ltd.		** 2,30,000	25,87,500
12-11-2020	Iragavarapu constructions Pvt Ltd.		** 2,50,000	28,12,500
26-03-2021	Shri Shri Resorts Pvt Ltd	Equity Shares	62,000	27,90,000
26-03-2021	Maxcell phone communications India Pvt. Ltd.		1,70,000	76,50,000
26-03-2021	Iragavarapu constructions Pvt Ltd.		1,50,000	67,50,000
31-03-2021	Shri Shri Resorts Pvt Ltd		1,50,000	67,50,000

Price Per warrant is ₹45 /- for all the allotments, in the financial year 2020-21 company received ₹11.25 per warrant and balance amount per warrant ₹33.75 was paid at the time of conversion.

\*\*The number of warrants mentioned are remaining balance as on 31st March, 2021 after conversion of the warrants into equity shares during the year

- xv. According to information and explanations given to us and to the best of our knowledge and belief the company has not entered into any non-cash transactions with directors or persons connected with the directors. Therefore, the provisions of clause 3(xv) of the order are not applicable to the company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For P C N & Associates**  
Chartered Accountants  
Firm's Registration No: 0160165

**M. Mohana Saradhi**  
Partner  
Membership No: 244686  
UDIN: 21244686AAAACB2734

Place: Hyderabad  
Date: 29-06-2021

## Annexure B to the Auditor's Report

"Annexure B" referred to in paragraph 2(f) under "Report on other legal and Regulatory Requirements" section of report on financial statements of even date to the members of VIVO BIO TECH LIMITED on the Standalone financial statements for the year ended 31st march 2021.

Report on the Internal Financial Controls 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 BIOTECH LIMITED ('the Company') as of 31st March 2021 in conjunction with our audit of the 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 the 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 Companies Act, 2013.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's 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, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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 were 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 auditors' judgment, including the assessment of the risks of material misstatement of the Standalone 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 Company's internal financial controls 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 financial statements for external purposes in accordance with generally accepted accounting principles including Indian Accounting Standards. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the 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 financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations 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 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 31st March, 2021, 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  
Firm's Registration No: 016016S

**M. Mohana Saradhi**  
Partner  
Membership No: 244686  
UDIN: 21244686AAAACB2734

Place: Hyderabad  
Date: 29-06-2021

## Standalone Balance Sheet As at March 31

Particulars	Note No	2021	2020
		₹	₹
<b>NON CURRENT ASSETS</b>			
a) Property, Plant and Equipment	1	37,35,03,108	25,25,25,971
b) Capital Work-In-Progress	1	32,49,078	15,35,557
c) Intangible Assets	1	11,33,61,518	6,37,48,030
d) Financial Assets			
i) Non-Current Investments	2	4,00,000	4,00,000
e) Other Non-Current assets	3	4,55,203	5,88,734
f) Deferred Tax Asset	4	-	1,54,83,148
<b>CURRENT ASSETS</b>			
a) Inventories	5	13,27,72,549	10,57,86,558
b) Financial assets			
i) Trade Receivables	6	7,29,29,837	10,48,20,965
ii) Cash and Cash Equivalentents	7	1,09,70,882	99,05,502
iii) Loans	8	5,94,82,565	5,36,91,055
c) Other Current Assets	9	59,48,922	57,24,168
<b>Total Assets</b>		<b>77,30,73,661</b>	<b>61,42,09,688</b>
<b>EQUITY AND LIABILITES</b>			
<b>EQUITY</b>			
a) Share Capital	10	13,41,95,200	12,88,75,200
b) Other Equity	11	27,69,59,204	20,14,94,832
c) Money Received Against Share Warrants		1,42,65,000	-
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	12	12,42,31,356	7,41,04,075
b) Provisions	13	47,82,550	41,61,658
c) Deferred Tax Liability	4	3,13,992	-
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	14	16,30,70,801	14,67,48,056
ii) Trade & Other Payables	15	1,38,83,016	3,91,36,501
b) Provisions	16	4,13,72,541	1,96,89,366
<b>Total</b>		<b>77,30,73,661</b>	<b>61,42,09,688</b>

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462



## Standalone Statement of Profit and Loss for year ended March 31

Particulars	Note No	2021	2020
		₹	₹
1. Revenue from Operations	17	51,77,51,525	55,35,21,966
2. Other Income	18	7,86,822	5,31,996
<b>3. Total Income (1+2)</b>		<b>51,85,38,347</b>	<b>55,40,53,962</b>
<b>4. Expenses:</b>			
a) Purchases		9,90,55,568	10,89,97,387
b) Changes (Increase)/ decrease in Inventories	19	(2,69,85,990)	(2,34,23,205)
c) Employee Benefit Expense	20	8,56,99,051	9,99,76,554
d) Finance Costs	21	3,52,99,292	3,09,83,644
e) Depreciation and Amortization Expense	1	5,59,14,059	5,17,15,679
f) Administrative and Other Operating Expenses	22	18,33,38,457	24,32,49,345
<b>Total Expenses</b>		<b>43,23,20,437</b>	<b>51,14,99,404</b>
5. Profit before Tax (3-4)		8,62,17,910	4,25,54,558
6. Tax expense:			
(1) Current tax		1,35,76,394	1,12,32,672
(2) Deferred tax		1,57,97,140	(1,31,14,234)
7. Profit After Tax		5,68,44,376	4,44,36,120
8. Other Comprehensive Income		-	-
<b>9. Total Comprehensive Income</b>		<b>5,68,44,376</b>	<b>4,44,36,120</b>
<b>Earning Per Equity Share:</b>			
(1) Basic		4.41	3.45
(2) Diluted		4.23	3.45

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Standalone Statement of Cash Flows As at March 31

Particulars	2021	2020
<b>A. Cash Flow from Operating Activities:</b>		
Net Profit before taxation and extraordinary items	8,62,17,909	4,25,54,558
Adjustments for:		
Depreciation	5,59,14,059	5,17,15,679
Interest expenses	3,52,99,292	3,09,83,644
Operating Profit before Working Capital Changes	17,74,31,260	12,52,53,881
Working Capital Changes		
Trade and other receivables Including Inventory	1,45,05,553	(3,73,70,470)
Trade and Other payables	1,36,87,321	1,84,10,360
Cash Generated from Operations	20,56,24,134	10,62,93,771
Interest	3,52,99,292	3,09,83,644
Taxation for the year	2,93,73,534	(18,81,562)
<b>Net Cash Flow from Operating Activities</b>	<b>14,09,51,308</b>	<b>7,71,91,689</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Fixed Assets	(22,82,18,205)	(7,06,82,276)
Investment	-	(1,00,000)
<b>Net cash flow from investing activities</b>	<b>(22,82,18,205)</b>	<b>(7,07,82,276)</b>
<b>C. Cash Flow From Financial Activities:</b>		
Proceeds from Equity Shares	3,82,04,996	1,31,10,000
Net Proceeds from Borrowings	5,01,27,281	(1,48,89,874)
Net Cash Flow from Financing Activities	8,83,32,277	(17,79,874)
<b>Net increase in Cash and Cash equivalents</b>	<b>10,65,380</b>	<b>46,29,539</b>
<b>Cash and Cash equivalents as at Beginning of the Year</b>	<b>99,05,502</b>	<b>52,75,963</b>
<b>Cash and Cash equivalents as at End of the Year</b>	<b>1,09,70,882</b>	<b>99,05,502</b>

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Statement of changes in equity for the year ended March 31, 2021

### a. Equity Share Capital

Equity Shares of ₹10 Each, Issued , Subscribed and Fully Paid	No.	₹
As At April 1 , 2019	1,23,50,520	12,35,05,200
Add: Issued During the Year		
Warrants Conversion	4,00,000	40,00,000
ESOP's Alloted	1,37,000	13,70,000
As At March 31 , 2020	1,28,87,520	12,88,75,200
Add: Issued During the Year	-	-
Preferential Allotment		
Warrants Conversion	5,32,000	53,20,000
As At March 31 , 2021	1,34,19,520	13,41,95,200

### b. Other Equity

Particulars	Securities Premium	General Reserves	Capital Reserve	Retained Earnings	Total
As At April 1 ,2019	7,58,40,000	10,00,000	2,92,89,102	4,01,89,610	14,63,18,712
Additions for the Year	1,07,40,000	-	-	4,44,36,116	5,51,76,116
As At March 31 ,2020	8,65,80,000	10,00,000	2,92,89,102	8,46,25,726	20,14,94,828
Additions for the Year	1,86,20,000	-	-	5,68,44,376	7,54,64,376
As At March 31 ,2021	10,52,00,000	10,00,000	2,92,89,102	14,14,70,102	27,69,59,204

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Standalone Notes and other explanatory information to financial statements

### 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 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

## Standalone Notes and other explanatory information to financial statements

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

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

### 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.

The company has extended corporate guaranty to M/s VIRINCHI HEALTHCARE PVT LTD for ₹68.50 Crore (outstanding as on 31/03/2021 is ₹60.93 Crore) where the promoters are common.

There are no other Contingent liabilities as at balance sheet date hence disclosure except this in Financial statements doesn't 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 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.

## Standalone Notes and other explanatory information to financial statements

### (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.

Technical Know-How: Salaries and other cost paid to resources working on new products are capitalized as intangible asset under the head "Technical Know-How". 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

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

### NOTE NO. 1: FIXED ASSETS SCHEDULE

Particulars	Gross Block		Depreciation/Amortization		Net Block as on 31.03.2021	Net Block as on 31.03.2020
	As on 01.04.2020	Additions during the year	As on 01.04.2020	Depreciation for the Year		
<b>PROPERTY, PLANT AND EQUIPMENT</b>						
<b>Tangible Assets</b>						
Land	2,50,53,298	-	-	-	2,50,53,298	2,50,53,298
Plant & Machinery	1,65,27,197	-	73,03,325	16,08,173	89,11,498	76,15,699
Electrical Equipment	1,05,76,623	34,11,868	73,02,686	7,16,346	80,19,032	59,69,459
Laboratory Equipment	33,63,36,398	14,17,33,754	17,02,30,645	2,67,54,408	19,69,85,053	16,61,05,753
Office Equipment	53,98,316	-	45,40,259	3,13,421	48,53,680	5,44,636
Computers	55,93,158	6,46,667	50,61,528	2,69,107	53,30,635	9,09,190
Furniture & Fixtures	4,77,27,433	1,10,68,377	1,07,79,596	42,10,878	1,49,90,474	4,38,05,336
Vehicles	2,56,74,282	-	1,51,42,695	20,11,195	1,71,53,890	85,20,392
<b>Sub Total (a)</b>	<b>47,28,86,705</b>	<b>15,68,60,666</b>	<b>22,03,60,734</b>	<b>3,58,83,529</b>	<b>25,62,44,263</b>	<b>25,25,25,971</b>
<b>Intangible Assets</b>						
Technical Know How	11,25,06,244	1,96,44,018	7,38,42,204	1,10,13,130	8,48,55,334	4,72,94,928
Computer Software	3,46,18,241	5,00,00,000	95,34,251	90,17,400	1,85,51,651	6,60,66,590
<b>Sub Total (b)</b>	<b>14,71,24,485</b>	<b>6,96,44,018</b>	<b>8,33,76,455</b>	<b>2,00,30,530</b>	<b>10,34,06,985</b>	<b>6,37,48,030</b>
Capital Work In Progress (c)	15,35,557	17,13,521	-	-	-	15,35,557
<b>Grand Total (a+b+c)</b>	<b>62,15,46,747</b>	<b>22,82,18,205</b>	<b>30,37,37,189</b>	<b>5,59,14,059</b>	<b>49,01,13,704</b>	<b>31,78,09,558</b>

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 2 : NON- CURRENT INVESTMENTS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>1) Investment in Subsidiaries</b>		
<b>Equity Shares in Wholly owned Subsidiaries</b>		
Vivo Bio Discovery Services Pvt Ltd	1,00,000	1,00,000
Vivo Bio Labs Pvt Ltd	1,00,000	1,00,000
Surlogic Life Consultancy Pvt Ltd	1,00,000	1,00,000
Vivobio Consulting Services Pvt Ltd	1,00,000	1,00,000
<b>Total Non Current Investments</b>	<b>4,00,000</b>	<b>4,00,000</b>

### NOTE NO.3 : OTHER NON - CURRENT ASSETS

Particulars	As At 31/03/2021	As At 31/03/2020
Unamortised Expenses	4,55,203	5,88,734
<b>Total Other Non Current Assets</b>	<b>4,55,203</b>	<b>5,88,734</b>

### NOTE NO. 4 : DEFERRED TAX ASSET / (LIABILITY)

Particulars	As At 31/03/2021	As At 31/03/2020
Opening Deferred Tax Asset	1,54,83,148	23,68,915
Deferred Tax Liability for the year ( Due to SLM and WDV Difference )	1,57,97,140	1,19,56,460
Deferred Tax Liability for the year ( Due to Others )	-	11,57,773
Deferred Tax Asset / (Liability) - Net	(3,13,992)	1,54,83,148

### NOTE NO. 5 : INVENTORIES

Particulars	As At 31/03/2021	As At 31/03/2020
Live Stock, Animal Feed, Stores & Spares	13,27,72,549	10,57,86,558
<b>Total Inventories</b>	<b>13,27,72,549</b>	<b>10,57,86,558</b>

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 6 : TRADE RECEIVABLES

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Unsecured, Considered Good</b>		
Below 6 months	6,78,29,141	8,36,24,532
Above 6 months	51,00,696	2,11,96,433
<b>Total Trade Receivables</b>	<b>7,29,29,837</b>	<b>10,48,20,965</b>

### NOTE NO. 7 : CASH AND CASH EQUIVALENTS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Cash and Cash Equivalents :</b>		
a) Balances with Banks :		
i) On Current Accounts	9,82,486	6,35,627
b) Cash on hand	15,152	18,396
<b>Sub Total</b>	<b>9,97,638</b>	<b>6,54,023</b>
<b>On Deposit Accounts</b>		
a) Having Maturity more than 12 Months from date of deposit	99,73,244	92,51,479
<b>Sub Total</b>	<b>99,73,244</b>	<b>92,51,479</b>
<b>Total Cash and Cash Equivalents</b>	<b>1,09,70,882</b>	<b>99,05,502</b>

### NOTE NO. 8 : LOANS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Unsecured</b>		
Advances to Wholly Owned Subsidiaries	1,40,21,270	1,10,94,020
Other Loans and Advances	2,67,50,747	53,86,487
<b>Secured</b>		
Deposits	1,87,10,548	3,72,10,548
<b>Total Short Term Loans &amp; Advances</b>	<b>5,94,82,565</b>	<b>5,36,91,055</b>

### NOTE NO. 9 : OTHER CURRENT ASSETS

Particulars	As At 31/03/2021	As At 31/03/2020
TDS & Advance Tax	59,48,922	57,24,168
<b>Total Other Current Assets</b>	<b>59,48,922</b>	<b>57,24,168</b>

### NOTE NO. 10 : SHARE CAPITAL

Equity Shares of ₹10 Each, Issued , Subscribed and Fully Paid	No.	₹
<b>As At April 1 , 2019</b>	<b>1,23,50,520</b>	<b>12,35,05,200</b>
Add: Issued During the Year		
Warrants Conversion	4,00,000	40,00,000
ESOP's Alloted	1,37,000	13,70,000
<b>As At March 31 , 2020</b>	<b>1,28,87,520</b>	<b>12,88,75,200</b>
Add: Issued During the Year		
Preferential Allotment		
Warrants Conversion	5,32,000	53,20,000
<b>As At March 31 , 2021</b>	<b>1,34,19,520</b>	<b>13,41,95,200</b>

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 10 : SHARE CAPITAL (Contd.)

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Authorised:</b>		
1,60,00,000 Equity Shares of ₹10/- Each	16,00,00,000	16,00,00,000
<b>Issued, Subscribed and Fully Paid Up</b>		
Equity Shares of ₹10/-Each	13,41,95,200	12,88,75,200
<b>Total Equity Share capital</b>	<b>13,41,95,200</b>	<b>12,88,75,200</b>

#### Details of Share Holders Holding More than 5% Shares in the Company

Name of the Share Holder	March 31, 2021		March 31, 2020	
	Nos	% of Share Holding	Nos	% of Share Holding
VIRA SYSTEMS PRIVATE LIMITED	1345000	10.02	1345000	10.44
ELITE CLASS ASSET HOLDINGS LTD	1300000	9.69	1300000	10.09
MALLEMKONDA REALITIES PRIVATE LIMITED	1100000	8.2	1100000	8.54
NORTHERN UNION LIMITED	1035000	7.71	1035000	8.03
MAXCELL PHONES COMMUNICATIONS INDIA PRIVATE LIMITED	970000	7.23	800000	6.21
MORE AGRISUPPLIES AND SERVICES PRIVATE LIMITED	900000	6.71	900000	6.98
VEAN SMART INFRA PRIVATE LIMITED (FORMERLY MAGADHA INFRACON PRIVATE LIMITED)	900000	6.71	900000	6.98
IRAGAVARAPU CONSTRUCTIONS PRIVATE LIMITED	750000	5.59	600000	4.66
EVERY WEAR IMPORT AND EXPORT PVT LTD	530000	3.95	916693	7.11

### NOTE NO. 11 : Other Equity

Particulars	Securities Premium	General Reserves	Capital Reserve	Retained Earnings	Total
As At April 1, 2019	7,58,40,000	10,00,000	2,92,89,102	4,01,89,610	14,63,18,712
Additions for the Year	1,07,40,000	-	-	4,44,36,116	5,51,76,116
As At March 31, 2020	8,65,80,000	10,00,000	2,92,89,102	8,46,25,726	20,14,94,828
Additions for the Year	1,86,20,000	-	-	5,68,44,376	7,54,64,376
As At March 31, 2021	10,52,00,000	10,00,000	2,92,89,102	14,14,70,102	27,69,59,204

### NOTE NO. 12 : BORROWINGS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Secured</b>		
Vehicle Loans	42,11,359	60,42,827
Term Loans	10,65,68,846	3,51,16,347
Biotech Consortium India Ltd. A/c SBIRI	1,34,51,151	1,34,51,151
<b>Unsecured</b>		
Other Borrowings	-	1,94,93,750
<b>Total Long Term Borrowings</b>	<b>12,42,31,356</b>	<b>7,41,04,075</b>

### NOTE NO. 13 : PROVISIONS

Particulars	As At 31/03/2021	As At 31/03/2020
Provision for Gratuity	47,82,550	41,61,658
<b>Total Provisions</b>	<b>47,82,550</b>	<b>41,61,658</b>

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 14 : BORROWINGS.

Particulars	As At 31/03/2021	As At 31/03/2020
Loans repayable on demand:		
From banks		
Secured	11,92,23,342	12,67,48,056
Term Loan repayable in next 12 months	4,38,47,460	2,00,00,000
<b>Total Borrowings</b>	<b>16,30,70,801</b>	<b>14,67,48,056</b>

### NOTE NO. 15 : TRADE PAYABLES

Particulars	As At 31/03/2021	As At 31/03/2020
Unsecured Trade Payables	1,38,83,016	3,91,36,501
<b>Total Trade Payables</b>	<b>1,38,83,016</b>	<b>3,91,36,501</b>

### NOTE NO. 16 : PROVISIONS

Particulars	As At 31/03/2021	As At 31/03/2020
a) Provisions for Employee Benefits	1,29,16,043	43,10,340
b) Provision for Taxes	1,35,76,394	1,53,79,026
c) TDS	1,48,80,104	-
<b>Total Provisions</b>	<b>4,13,72,541</b>	<b>1,96,89,366</b>

### NOTE NO. 17 : REVENUE FROM OPERATIONS

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Revenue from Operations	51,77,51,525	55,35,21,966
<b>Total Revenue from Operations</b>	<b>51,77,51,525</b>	<b>55,35,21,966</b>

### NOTE NO. 18 : OTHER INCOME

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Interest Income	7,86,822	5,31,996
<b>Total Other Income</b>	<b>7,86,822</b>	<b>5,31,996</b>

### NOTE NO. 19 : CHANGE IN INVENTORIES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
<b>Finished Goods</b>		
Finished goods at the beginning of the year	10,57,86,558	8,23,63,353
Less : Finished goods at the end of the year	13,27,72,549	10,57,86,558
<b>Total Change in Inventories</b>	<b>(2,69,85,990)</b>	<b>(2,34,23,205)</b>

### NOTE NO. 20 : EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
(a) Salaries & Wages	8,10,69,230	9,35,62,278
(b) Contribution to Provident & Other Funds	34,00,279	41,95,119
(c) Staff Welfare Expenses	12,29,542	22,19,157
<b>Total Employee Benefit Expenses</b>	<b>8,56,99,051</b>	<b>9,99,76,554</b>

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 21 : FINANCE COST

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Interest on Working Capital Loans	1,61,80,897	1,59,52,498
Interest on Term Loans	1,40,49,956	1,17,50,096
Interest on Vehicle Loans	2,79,645	3,94,994
Bank Charges	47,88,794	28,86,056
<b>Total Finance Cost</b>	<b>3,52,99,292</b>	<b>3,09,83,644</b>

### NOTE NO. 22 : ADMINISTRATIVE AND OTHER OPERATING EXPENSES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
(a) Power & Fuel	5,78,09,577	4,68,84,816
(b) Rent	4,21,51,553	4,41,02,429
(c) Telephone, Postage and Others	37,90,433	35,52,556
(d) Business Promotion Expenses	3,66,17,248	8,58,045
(e) Travelling Expenses	90,92,510	59,48,272
(f) Repairs & Maintenance	8,51,272	2,20,42,056
(g) Office Maintenance	56,46,216	47,46,540
(h) Printing & Stationery Expenses	6,93,355	11,04,296
(i) Rates & Taxes	1,35,48,588	1,31,29,626
(j) Consultancy Charges	76,59,273	1,81,84,910
(k) Net loss on foreign currency transaction	(2,34,704)	4,79,455
(l) Insurance	17,38,752	4,04,104
(m) Renewals, Subscriptions, Seminar Fee	23,92,537	1,36,980
(n) Bad Debts	-	8,15,86,760
(o) Bank Charges	14,46,306	
(p) Payment to Auditors	1,35,540	88,500
<b>Total Administrative Expenses</b>	<b>18,33,38,457</b>	<b>24,32,49,345</b>

### NOTE NO. 23

#### Details of Primary and Collateral Securities (For Liabilities referred in Note No.12 & 14

Hypothecation of Plant and Machinery, Equipment (Movable Assets), Commercial Property and Personal guarantee of the Promoter of the Company.

#### Hypothecation of Movable Assets:

- M/s. Canara Bank, Mid Corporate Branch, Hyderabad, having Hypothecation of Fixed Assets financed by them through Term Loan.
- 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.
- M/s. Department of Bio Technology, New Delhi having Hypothecation of Laboratory Equipment located at Sy. No. 121, Behind Hakimpet Airforce Academy, Pothaipally Village, Hakimpet, Hyderabad.

#### Collateral Securities :

- EMT on land Acres 9.15 guntas in the name of M/s. Vivo Bio Labs Pvt Ltd situated at Sy No. 91,101&102, Lakshmapalli Village, Gajwel Mandal, Medak District, Telanagana for Tem Loan and Working Capital given by M/s. Canara Bank, Mid Corporate Branch, Hyderaguda, Hyderabad.
- EMT on Land Acrs 4.34 guntas in the name of M/s. Surlogic Life Consultancy Pvt Ltd 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, Hyderaguda, Hyderabad..
- 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.

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 23 (Contd.)

4. EMT of residential property admeasuring 502.32 Sy Yards in the name of Mr. Viswanath Kompella located at plot No 36, Nandagiri Hills, Sy No 3(p),4(p),5(p),6 and 7, sheikpet, Hyderabad for Fresh Term Loan given by M/s. Canara Bank, Mid Corporate Branch, Hyderaguda, Hyderabad.
5. EMT on 3424 Square Yards in the name of Vivo Bio Consulting Services Pvt Ltd (previously know as M/s. Donakanti Consulting Services Pvt Ltd. located at Flat No. 1300, 13th Floor, Buena Park, Lodha Belezza, Sy. No.1009, Kukatpally, Village, Medchal Malkajgiri Manda, Telangana, Hyderabad – 500072 to M/s. India Bulls Commercial Credit Limited

#### 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

#### Corporate Guarantee, to M/s. Canara Bank, Mid Corporate Branch, from following companies :

1. M/s Maxcell Phones Communications India Pvt Ltd
2. M/s Vira Systems Pvt Ltd
3. M/s Iron Age India Pvt Ltd
4. M/s Iragavarapu Constructions Pvt Ltd
5. M/s P KI Solutions Pvt Ltd
6. M/s Every wear Imports & Exports Pvt Ltd
7. M/s VIVO Bio Labs Pvt Ltd
8. M/s Surlogic Life Consultancy Pvt Ltd

### 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 cant't be ascertained hence rodents stock is valued at realizable Value.

### NOTE NO. 25 : INVESTMENTS

#### Investment in equity instruments

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.

#### (a) Subsidiaries:

Wholly Owned Subsidiaries.

S No.	Name of the Subsidiary	No. of Shares	Face value	Total Amount (₹)
1	Vivo bio Labs Pvt Ltd	10,000	10	1,00,000
2	Vivo bio Discovery services Pvt Ltd	10,000	10	1,00,000
3	Surlogic Life Consultancy Services Pvt Ltd	10,000	10	1,00,000
4	VivoBio Consulting Services Pvt Ltd	10,000	10	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	2020-21	2019-20
Profit available for the equity share holders	5,68,44,376	4,44,36,120
Weighted average number of shares for Basic EPS	1,28,93,164	1,28,87,520
Weighted average number of shares for Diluted EPS	1,34,41,735	1,28,87,520
Basic EPS	4.41	3.45
Diluted EPS	4.23	3.45



## Standalone Notes and other explanatory information to financial statements

### 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. Separate No Lien Account is opened for the project funds and will be spent towards projects objectives directly from that account.

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 Pvt Ltd
2. Vivo Bio Discovery Services Pvt Ltd
3. Surlogic Life Consultancy Services Pvt Ltd
4. Vivobio Consulting Services Pvt Ltd

##### b) Key Management Personnel:

S.No.	Name	Designation
1	M. Kalyan Ram	Whole Time Director
2.	KTV Kaladhar	Chief Financial Officer
3.	A.Karthik	Company secretary

##### c) Other Related Party:

- 1) Virinchi Limited
- 2) Viswanath Kompella

The followings are the related party transactions:

Name of the related Party	Nature of transaction	Type	Current year (₹)	Previous year (₹)
M. Kalyan Ram	Remuneration	Short Term Employee Benefits	8,62,404	8,61,204
KTV Kaladhar	Remuneration		6,33,112	6,81,204
Ch. Varun Kumar	Remuneration		0	1,28,904
A. Karthik	Remuneration		7,42,404	4,06,258
Viswanath Kompella	Consultation to Promoter	Consultancy charges	70,00,000	28,00,000
Virinchi Limited	Lease Rentals	Lease Rentals	0	22,50,000
Virinchi Limited	software purchased	Software purchase	5,00,00,000	0

#### Details of Loans given to Related Parties

S.No.	Name of the Related Party	Relationship	Amount ₹
1.	Vivo Bio Labs Pvt Ltd	Wholly Owned Subsidiary	13,77,900
2.	Vivo Bio Consulting Services Pvt Ltd	Wholly Owned Subsidiary	96,25,120
3.	Vivo Bio Discovery Services Pvt Ltd	Wholly Owned Subsidiary	1,06,000
4.	Surlogic Life Consultancy Pvt Ltd	Wholly Owned Subsidiary	29,12,250

## Standalone Notes and other explanatory information to financial statements

### NOTE NO. 29

Statement of ESOP Vested and Exercised during the Current Financial Year:

Sl. No	Description	Year ended 31st March, 2021
1	Number of Options Outstanding at the beginning of the year( Un granted)	19,20,000
2	Number of options granted during the year	Nil
3	Number of options forfeited/lapsed during the year	1,38,000
4	Number of options vested during the year	1,54,000
5	Number of options exercised during the year	Nil
6	Number of shares arising as a result of exercise of options	Nil
7	Amount realized by exercise of options (₹)	Nil
8	Number of options outstanding at the end of the year (out of total number of options approved under ESOS)	20,58,000
9	Number of options exercisable at the end of the year (out of total number of options approved under ESOS)	3,99,000

### NOTE NO. 30

Foreign Currency Outflow during the year of ₹4.17 Crore as compared to the previous year outflow of ₹3.34 Crore.

### NOTE NO. 31

Foreign Currency Inflow during the year is ₹1.85 Crore as compared to the previous year outflow of ₹10.26 Crore.

### NOTE NO. 32

Previous year's figures have been regrouped wherever necessary.

### NOTE NO. 33

The figures have been rounded off to the nearest rupee.

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  
**Vivo Bio Tech Limited**

**M Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

# CONSOLIDATED FINANCIAL STATEMENTS

# INDEPENDENT AUDITOR'S REPORT

## ON CONSOLIDATED FINANCIAL STATEMENTS

To  
The members of  
**VIVO BIO TECH LIMITED**

### OPINION

We have audited the accompanying consolidated financial statements of M/s. VIVO BIO TECH LIMITED ("the Holding Company"), and its subsidiaries together referred to as "the Group" comprising the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including other comprehensive income) and Consolidated Cash Flow Statement and the Statement of changes in equity for the year ended, and a summary of 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the group as at March 31, 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### BASIS FOR OPINION

We conducted our audit 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 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 together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows 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 Relevant Rules

issued there under. The Board of Directors of the respective company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are 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 has been used for the purpose of preparation of the consolidated financial statements by the Directors of Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are 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 respective Board of Directors of the companies included in the group is responsible for overseeing the financial reporting process of each company.

### AUDITOR'S RESPONSIBILITY

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 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 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 Company 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.
- Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated 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 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 MATTER PARAGRAPH

The Consolidated Financial Statements include the Audited Financial Statements of four Subsidiaries, whose Financial Statements reflect Group's share of total assets before elimination of ₹3,65,79,736/- as at 31st March 2021, Groups share of total revenue of ₹Nil and Group's share of Net loss after tax of ₹(21,040) for the year ended on that date, as considered in the Consolidated Financial Statements. The financial statements and financial information of these subsidiaries have been audited by other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the report of such other auditors.

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

1. As required by section 143(3) of the Act, we report, 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 purpose 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 (including other comprehensive income), the consolidated Cash Flow Statement and the consolidated Statement of changes in equity dealt with by this Report are in agreement with the books of account maintained for the purpose of our audit of the aforesaid consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the applicable Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued there under.
  - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2021, 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, 2021, 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 group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- g) 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 long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company and the subsidiary companies incorporated in India.

For **P C N & Associates**,  
Chartered Accountants  
Firm's Registration No: 016016S

**M. Mohana Saradhi**  
Partner  
Membership No: 244686  
UDIN: 21244686AAAACC7583

Place: Hyderabad  
Date: 29-06-2021

## Annexure A to the Independent Auditor's Report

Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

### OPINION

In conjunction with our Audit of the consolidated financial statements of the company as of and for the year ended 31st March 2021, 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.

In our opinion, The holding Company and its subsidiary companies, which are incorporated in India, have, 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 31st, 2021, 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.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by respective companies 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 and its subsidiary companies, which are incorporated in India 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 deed 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 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 control system over financial reporting of the company and its subsidiary companies, which are incorporated in India.

### 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 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 financial statements in accordance with generally accepted principles, and that receipts and expenditures of the Company 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 consolidated 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.

For **P C N & Associates**,  
Chartered Accountants  
Firm's Registration No: 016016S

**M. Mohana Saradhi**  
Partner

Place: Hyderabad  
Date: 29-06-2021

Membership No: 244686  
UDIN: 21244686AAAACC7583



## Consolidated Balance Sheet As at March 31

Particulars	Note No	2021	2020
		₹	₹
<b>NON CURRENT ASSETS</b>			
a) Property, Plant and Equipment	1	40,71,05,356	28,61,28,219
b) Capital Work-In-Progress	1	32,49,077	15,35,557
c) Intangible Assets	1	11,33,61,518	6,37,48,030
d) Other Non-Current assets	2	6,49,117	7,82,648
e) Deferred Tax Asset	3	-	1,54,83,148
<b>CURRENT ASSETS</b>			
a) Inventories	4	13,27,72,549	10,57,86,558
b) Financial assets			
i) Trade Receivables	5	7,29,29,837	10,48,20,965
ii) Cash and Cash Equivalents	6	1,16,54,453	1,02,86,159
iii) Loans	7	4,75,61,295	4,25,97,035
c) Other Current Assets	8	59,48,922	57,24,168
<b>Total Assets</b>		<b>79,52,32,123</b>	<b>63,68,92,487</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Share Capital	9	13,41,95,200	12,88,75,200
b) Other Equity	10	27,68,09,438	20,13,66,103
c) Money Received Against Share Warrants		1,42,65,000	-
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
Borrowings	11	14,64,95,335	9,68,74,303
b) Provisions	12	47,82,550	41,61,658
c) Deferred Tax Liability	3	3,13,992	-
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	13	16,30,70,801	14,67,48,056
ii) Trade & Other Payables	14	1,38,83,016	3,91,36,501
b) Provisions	15	4,14,16,791	1,97,30,666
<b>Total</b>		<b>79,52,32,123</b>	<b>63,68,92,487</b>

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Consolidated Statement of Profit and Loss for year ended March 31

Particulars	Note No	2021	2020
		₹	₹
1. Revenue from Operations	16	51,77,51,525	55,35,21,966
2. Other Income	17	7,86,821	5,31,996
<b>3. Total Income (1+2)</b>		<b>51,85,38,347</b>	<b>55,40,53,962</b>
4. Expenses:			
a) Purchases		9,90,55,569	10,89,97,387
b) Changes (Increase)/ decrease in Inventories	18	(2,69,85,990)	(2,34,23,205)
c) Employee Benefit Expense	19	8,56,99,051	9,99,76,554
e) Finance Cost	20	3,52,99,682	3,09,83,733
f) Depreciation and Amortization Expense	1	5,59,14,059	5,17,15,679
d) Administrative and Other Operating Expenses	21	18,33,59,107	24,32,69,995
<b>Total Expenses</b>		<b>43,23,41,477</b>	<b>51,15,20,143</b>
5. Profit before Tax (3-4)		8,61,96,869	4,25,33,819
6. Tax expense:			
(1) Current tax		1,35,76,394	1,12,32,672
(2) Deferred tax	3	1,57,97,140	(1,31,14,234)
7. Profit After Tax		5,68,23,335	4,44,15,381
8. Other Comprehensive Income		-	-
<b>9. Total Other Comprehensive Income</b>		<b>5,68,23,335</b>	<b>4,44,15,381</b>
<b>Earning Per Equity Share:</b>			
(1) Basic		4.41	3.45
(2) Diluted		4.23	3.45

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Consolidated Cash Flow Statement As at March 31

Particulars	2021	2020
<b>A. Cash Flow from Operating Activities:</b>		
Net Profit/ (Loss) before taxation and extraordinary items	8,61,96,869	4,25,33,819
<b>Adjustments for:</b>		
Depreciation	5,59,14,059	5,17,15,679
Interest expenses	3,52,99,682	3,09,83,733
Operating Profit before Working Capital Changes	17,74,10,610	12,52,33,231
<b>Working Capital Changes</b>		
Trade and other receivables Including Inventory	1,53,32,803	(2,84,84,600)
Trade and Other payables	1,36,90,270	1,84,28,060
Cash Generated from Operations	20,64,33,683	11,51,76,691
Interest	3,52,99,682	3,09,83,733
Taxation for the year	2,93,73,534	(18,81,562)
<b>Net Cash Generated from Operating Activities</b>	<b>14,17,60,467</b>	<b>8,60,74,520</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Fixed Assets	(22,82,18,205)	(10,23,44,324)
Investment		-
<b>Net Cash used in Investing Activities</b>	<b>(22,82,18,205)</b>	<b>(10,23,44,324)</b>
<b>C. Cash Flow From Financial Activities:</b>		
Proceeds from Equity Shares	3,82,04,999	1,31,01,026
Net Proceeds from Borrowings	4,96,21,033	78,28,304
<b>Net Cash Generated from Financing Activities</b>	<b>8,78,26,032</b>	<b>2,09,29,330</b>
<b>Net increase in Cash and Cash equivalents</b>	<b>13,68,294</b>	<b>46,59,526</b>
<b>Cash and Cash equivalents as at Beginning of the Year</b>	<b>1,02,86,159</b>	<b>56,26,633</b>
<b>Cash and Cash equivalents as at End of the Year</b>	<b>1,16,54,453</b>	<b>1,02,86,159</b>

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Statement of Changes in Equity for the year ended March 31, 2021

### a. Equity Share Capital

Equity Shares of ₹10 Each, Issued , Subscribed and Fully Paid	No.	₹
As At April 1 , 2019	1,23,50,520	12,35,05,200
Add: Issued During the Year	5,37,000	53,70,000
As At March 31 , 2020	1,28,87,520	12,88,75,200
Add: Issued During the Year	-	-
Warrants Converted in to Equity Shares	5,32,000	53,20,000
ESOPs Allotment During the Year	NIL	NIL
As At March 31 , 2021	1,34,19,520	13,41,95,200

### b. Other Equity

Particulars	Securities Premium	General Reserves	Capital Reserve	Retained Earnings	Total
As At April 1 , 2019	7,58,40,000	10,00,000	2,92,89,102	4,01,21,689	14,62,50,791
Additions for the Year	1,07,40,000	-	(40,069)	4,44,15,380	5,51,15,311
As At March 31 , 2020	8,65,80,000	10,00,000	2,92,49,033	8,45,37,069	20,13,66,102
Additions for the Year	1,86,20,000	-	-	5,68,23,335	7,54,43,335
As At March 31 , 2021	10,52,00,000	10,00,000	2,92,49,033	14,13,60,404	27,68,09,437

Notes referred to above form an integral part of the 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  
**Vivo Bio Tech Limited**

**M. Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Consolidated Notes and other explanatory information to financial statements

### 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 includes subsidiaries listed in the table below:

Name of Investee	Principal activities	Country of incorporation	Percentage of ownership/ voting rights	
			31/Mar/21	31/Mar/20
Vivo Bio Discovery Services Pvt Ltd	R&D activities	India	100	100
Vivo Bio Labs Pvt Ltd	R&D activities	India	100	100
Surlogic Life Consultancy Pvt Ltd	R&D activities	India	100	100
Vivobio Consulting Services Pvt Ltd	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 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.
- (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.

Company is having only wholly owned subsidiaries, hence non controlling interest in subsidiaries for result and Equity not arise.

## Consolidated Notes and other explanatory information to financial statements

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.

### (a) 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.
- 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.

### c) 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

## Consolidated Notes and other explanatory information to financial statements

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.

**d) 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.

**e) 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.

**f) 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.

### **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.



## Consolidated Notes and other explanatory information to financial statements

### g) 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.

The company has extended corporate guaranty to M/s VIRINCHI HEALTHCARE PVT LTD for ₹68.50 Crore (outstanding as on 31/03/2021 is ₹60.93 Crore) where the promoters are common

There are no Contingent liabilities as at balance sheet date hence disclosure requirements in Financial statements are not arise.

### h) 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 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.

**Technical Know-how:** Salaries and other cost paid to resources working on new products are capitalized as intangible asset under the head "Technical Know-how". 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

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.

## Consolidated Notes and other explanatory information to financial statements

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.

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 1: FIXED ASSET SCHEDULE

Particulars	Gross Block		Depreciation/Amortization		Net Block as on 31.03.2021	Net Block as on 31.03.2020
	As on 01.04.2020	Additions during the year	As on 31.03.2021	As on 01.04.2020		
<b>PROPERTY, PLANT AND EQUIPMENT</b>						
<b>Tangible Assets</b>						
Land	2,69,93,498	-	2,69,93,498	-	-	2,69,93,498
Building	3,16,62,048	-	3,16,62,048	-	-	3,16,62,048
Plant & Machinery	1,65,27,197	-	1,65,27,197	73,03,325	16,08,173	76,15,699
Electrical Equipment	1,05,76,623	34,11,868	1,39,88,491	73,02,686	7,16,346	59,69,459
Laboratory Equipment	33,63,36,398	14,17,33,754	47,80,70,152	17,02,30,645	2,67,54,408	28,10,85,099
Office Equipment	53,98,316	-	53,98,316	45,40,259	3,13,422	5,44,635
Computers	55,93,158	6,46,667	62,39,825	50,61,528	2,69,107	9,09,190
Furniture & Fixtures	4,77,27,433	1,10,68,377	5,87,95,810	1,07,79,596	42,10,878	4,38,05,336
Vehicles	2,56,74,282	-	2,56,74,282	1,51,42,695	20,11,195	85,20,392
<b>Sub Total (a)</b>	<b>50,64,88,953</b>	<b>15,68,60,666</b>	<b>66,33,49,619</b>	<b>22,03,60,734</b>	<b>3,58,83,529</b>	<b>40,71,05,356</b>
<b>Intangible Assets</b>						
Technical Know How	11,25,06,244	1,96,44,018	13,21,50,262	7,38,42,204	1,10,13,130	4,72,94,928
Computer Software	3,46,18,241	5,00,00,000	8,46,18,241	95,34,251	90,17,400	6,60,66,590
<b>Sub Total (b)</b>	<b>14,71,24,485</b>	<b>6,96,44,018</b>	<b>21,67,68,503</b>	<b>8,33,76,455</b>	<b>2,00,30,530</b>	<b>11,33,61,518</b>
<b>Capital Work In Progress ( c)</b>	<b>15,35,557</b>	<b>17,13,520</b>	<b>32,49,077</b>	<b>-</b>	<b>-</b>	<b>15,35,557</b>
<b>Grand Total (a+b+c)</b>	<b>65,51,48,995</b>	<b>22,82,18,204</b>	<b>88,33,67,199</b>	<b>30,37,37,189</b>	<b>5,59,14,059</b>	<b>35,14,11,806</b>

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 2 : OTHER NON - CURRENT ASSETS

Particulars	As At 31/03/2021	As At 31/03/2020
Unamortised Expenses	6,49,117	7,82,648
<b>Total Other Non Current Assets</b>	<b>6,49,117</b>	<b>7,82,648</b>

### NOTE NO. 3 : DEFERRED TAX ASSET / (LIABILITY)

Particulars	As At 31/03/2021	As At 31/03/2020
Opening Deferred Tax Asset	1,54,83,148	23,68,915
Deferred Tax Liability for the year ( Due to SLM and WDV Difference )	1,57,97,140	1,19,56,460
Deferred Tax Liability for the year ( Due to Others )	-	11,57,773
<b>Deferred Tax Asset / (Liability) - Net</b>	<b>(3,13,992)</b>	<b>1,54,83,148</b>

### NOTE NO. 4 : INVENTORIES

Particulars	As At 31/03/2021	As At 31/03/2020
Stock ,Stores & Spares	13,27,72,549	10,57,86,558
<b>Total Inventories</b>	<b>13,27,72,549</b>	<b>10,57,86,558</b>

### NOTE NO. 5 : TRADE AND OTHER RECEIVABLES

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Unsecured, Considered Good</b>		
Below 6 months	6,78,29,141	8,36,24,532
Above 6 months	51,00,696	2,11,96,433
<b>Total Trade Receivables</b>	<b>7,29,29,837</b>	<b>10,48,20,965</b>

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 6 : CASH AND CASH EQUIVALENTS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Cash and Cash Equivalents :</b>		
a) Balances with Banks :		
i) On Current Accounts	16,66,060	9,65,324
b) Cash on hand	15,148	69,356
<b>Sub Total</b>	<b>16,81,209</b>	<b>10,34,680</b>
<b>On Deposit Accounts</b>		
a) Having Maturity more than 12 Months from date of deposit	99,73,244	92,51,479
<b>Sub Total</b>	<b>99,73,244</b>	<b>92,51,479</b>
<b>Total Cash and Cash Equivalents</b>	<b>1,16,54,453</b>	<b>1,02,86,159</b>

### NOTE NO. 7 : LOANS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Secured</b>		
Refundable Deposits	1,87,10,548	3,72,10,548
<b>Unsecured</b>		
Other Loans	2,88,50,747	53,86,487
<b>Total Loans</b>	<b>4,75,61,295</b>	<b>4,25,97,035</b>

### NOTE NO. 8 : OTHER CURRENT ASSETS

Particulars	As At 31/03/2021	As At 31/03/2020
TDS & Advance Tax	59,48,922	57,24,168
<b>Total Other Current Assets</b>	<b>59,48,922</b>	<b>57,24,168</b>

### NOTE NO. 9 : SHARE CAPITAL

Equity Shares of ₹10 Each, Issued , Subscribed and Fully Paid	No.	₹
<b>As At April 1 , 2019</b>	<b>1,23,50,520</b>	<b>12,35,05,200</b>
Add: Issued During the Year		
Warrants Conversion	4,00,000	40,00,000
ESOP's Alloted	1,37,000	13,70,000
<b>As At March 31 , 2020</b>	<b>1,28,87,520</b>	<b>12,88,75,200</b>
Add: Issued During the Year		
Preferential Allotment	5,32,000	53,20,000
Warrants Conversion	1,50,000	15,00,000
<b>As At March 31 , 2021</b>	<b>1,34,19,520</b>	<b>13,41,95,200</b>

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Authorised:</b>		
1,60,00,000 Equity Shares of ₹10/- Each	16,00,00,000	16,00,00,000
<b>Issued, Subscribed and Fully Paid Up</b>		
Equity shares of ₹10/- each	13,41,95,200	12,88,75,200
<b>Total Equity Share capital</b>	<b>13,41,95,200</b>	<b>12,88,75,200</b>

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 9 : SHARE CAPITAL (Contd.)

Details of Share Holders Holding More than 5% Shares in the Company

Name of the Share Holder	March 31, 2021		March 31, 2020	
	Nos	% of Share Holding	Nos	% of Share Holding
VIRA SYSTEMS PRIVATE LIMITED	13,45,000	10.02	13,45,000	10.44
ELITE CLASS ASSET HOLDINGS LTD	13,00,000	9.69	13,00,000	10.09
MALLEMKONDA REALITIES PRIVATE LIMITED	11,00,000	8.2	11,00,000	8.54
NORTHERN UNION LIMITED	10,35,000	7.71	10,35,000	8.03
MAXCELL PHONES COMMUNICATIONS INDIA PRIVATE LIMITED	9,70,000	7.23	8,00,000	6.21
MORE AGRISUPPLIES AND SERVICES PRIVATE LIMITED	9,00,000	6.71	9,00,000	6.98
VEAN SMART INFRA PRIVATE LIMITED(FORMERLY MAGADHA INFRACON PRIVATE LIMITED)	9,00,000	6.71	9,00,000	6.98
IRAGAVARAPU CONSTRUCTIONS PRIVATE LIMITED	7,50,000	5.59	6,00,000	4.66
EVERY WEAR IMPORT AND EXPORT PVT LTD	5,30,000	3.95	9,16,693	7.11

### NOTE NO. 10 OTHER EQUITY

Particulars	Securities Premium	General Reserves	Capital Reserve	Retained Earnings	Total
As At April 1, 2019	7,58,40,000	10,00,000	2,92,89,102	4,01,21,689	14,62,50,791
Additions for the Year	1,07,40,000	-	(40,069)	4,44,15,380	5,51,15,311
As At March 31, 2020	8,65,80,000	10,00,000	2,92,49,033	8,45,37,069	20,13,66,103
Additions for the Year	1,86,20,000	-	-	5,68,23,335	7,54,43,335
As At March 31, 2021	10,52,00,000	10,00,000	2,92,49,033	14,13,60,404	27,68,09,438

### NOTE NO. 11 : BORROWINGS

Particulars	As At 31/03/2021	As At 31/03/2020
<b>Secured</b>		
Vehicle Loans	42,11,359	60,42,827
Term Loans	10,65,68,846	3,51,16,347
Biotech Consortium India Ltd. A/c SBIRI	1,34,51,151	1,34,51,151
<b>Unsecured</b>		
Borrowings	2,22,63,978	4,22,63,978
<b>Borrowings</b>	<b>14,64,95,335</b>	<b>9,68,74,303</b>

### NOTE NO. 12 : PROVISIONS

Particulars	As At 31/03/2021	As At 31/03/2020
Provision for Gratuity	47,82,550	41,61,658
<b>Total Provisions</b>	<b>47,82,550</b>	<b>41,61,658</b>

### NOTE NO. 13 : BORROWINGS.

Particulars	As At 31/03/2021	As At 31/03/2020
Loans repayable on demand:		
From banks		
Secured	11,92,23,342	12,67,48,056
Term Loan repayable in next 12 months	4,38,47,460	2,00,00,000
<b>Borrowings</b>	<b>16,30,70,801</b>	<b>14,67,48,056</b>

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 14 : TRADE PAYABLES

Particulars	As At 31/03/2021	As At 31/03/2020
Trade Payables	1,38,83,016	3,91,36,501
<b>Total Trade Payables</b>	<b>1,38,83,016</b>	<b>3,91,36,501</b>

### NOTE NO. 15 : PROVISIONS

Particulars	As At 31/03/2021	As At 31/03/2020
a) Provisions for Employee Benefits	1,29,16,043	43,10,340
b) Provision for Taxes	1,35,76,394	-
c) TDS	1,49,24,354	1,54,20,326
<b>Total Provisions</b>	<b>4,14,16,791</b>	<b>1,97,30,666</b>

### NOTE NO. 16 : REVENUE FROM OPERATIONS

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Revenue from Operations	51,77,51,525	55,35,21,966
<b>Total Revenue from Operations</b>	<b>51,77,51,525</b>	<b>55,35,21,966</b>

### NOTE NO. 17 : OTHER INCOME

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Interest Income	7,86,821	5,31,996
<b>Total Other Income</b>	<b>7,86,821</b>	<b>5,31,996</b>

### NOTE NO. 18 : CHANGE IN INVENTORIES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Finished Goods		
Finished goods at the beginning of the year	10,57,86,558	8,23,63,353
Less : Finished goods at the end of the year	13,27,72,549	10,57,86,558
<b>Total Change in Inventories</b>	<b>(2,69,85,990)</b>	<b>(2,34,23,205)</b>

### NOTE NO. 19 : EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
(a) Salaries & Wages	8,10,69,230	9,35,62,278
(b) Contribution to Provident & Other Funds	34,00,279	41,95,119
(c) Staff Welfare Expenses	12,29,542	22,19,157
<b>Total Employee Benefit Expenses</b>	<b>8,56,99,051</b>	<b>9,99,76,554</b>

### NOTE NO. 20 : FINANCE COST

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
Interest on Working Capital Loans	1,61,80,897	1,59,52,498
Interest on Term Loans	1,40,49,956	1,17,50,096
Interest on Vehicle Loans	2,79,645	3,94,994
Bank Charges	47,89,184	28,86,145
<b>Total Finance Cost</b>	<b>3,52,99,682</b>	<b>3,09,83,733</b>



## Consolidated Notes and other explanatory information to financial statements

### NOTE NO. 21 : ADMINISTRATIVE AND OTHER OPERATING EXPENSES

Particulars	Year Ended 31/03/2021	Year Ended 31/03/2020
(a) Power & Fuel	5,78,09,577	4,68,84,816
(b) Rent	4,21,51,553	4,41,02,429
(c) Telephone, Postage and Others	37,90,433	35,52,556
(d) Business Promotion Expenses & Royalty Payments	3,66,17,248	8,58,045
(e) Travelling Expenses	90,92,510	59,48,272
(f) Repairs & Maintenance	8,51,272	2,20,42,056
(g) Office Maintenance	56,46,216	47,46,540
(h) Printing & Stationery Expenses	6,93,355	11,04,296
(i) Rates & Taxes	1,35,48,588	1,31,29,626
(j) Consultancy Charges	76,59,273	1,81,84,910
(k) Net loss on foreign currency transaction	(2,34,704)	4,79,455
(l) Insurance	17,38,752	4,04,104
(m) Renewals, Subscriptions, Seminar Fee	23,92,537	1,36,980
(n) Bad Debts	-	8,15,86,760
(o) Bank Charges	14,46,306	-
(p) Payment to Auditors	1,56,190	1,09,150
<b>Total Administrative Expenses</b>	<b>18,33,59,107</b>	<b>24,32,69,995</b>

### NOTE NO. 22

#### Details of Primary and Collateral Securities (For Liabilities referred in Note No.11 & 13 )

Hypothecation of Plant and Machinery, Equipment (Movable Assets), Commercial Property and Personal guarantee of the Promoter of the Company.

#### Hypothecation of Movable Assets:

- M/s. Canara Bank, Mid Corporate Branch, Hyderabad, having Hypothecation of Fixed Assets financed by them through Term Loan.
- 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.
- M/s. Department of Bio Technology, New Delhi having Hypothecation of Laboratory Equipment located at Sy. No. 121, Behind Hakimpet Airforce Academy, Pothaipally Village, Hakimpet, Hyderabad.

#### Collateral Securities :

- EMT on land Acres 9.15 guntas in the name of M/s. Vivo Bio Labs Pvt Ltd situated at Sy No. 91,101&102, Lakshmapalli Village, Gajwel Mandal, Medak District, Telanagana for Tem Loan and Working Capital given by M/s. Canara Bank, Mid Corporate Branch, Hyderaguda, Hyderabad.
- EMT on Land Acrs 4.34 guntas in the name of M/s. Surlogic Life Consultancy Pvt Ltd 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, Hyderaguda, Hyderabad.
- 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.
- EMT of residential admeasuring 502.32 Sy Yards in the name of Mr. Viswanath Kompella located at plot No 36, Nandagiri Hills, Sy No 3(p),4(p),5(p),6 and 7, sheikpet, Hyderabad for Fresh Term Loan given by M/s. Canara Bank, Mid Corporate Branch, Hyderaguda, Hyderabad.
- EMT on 3424 Square Yards in the name of Vivo Bio Consulting Services Pvt Ltd (previously know as M/s. Donakanti Consulting Services Pvt Ltd. located at Flat No. 1300, 13th Floor, Buena Park, Lodha Belezza, Sy. No.1009, Kukatpally, Village, Medchal Malkajgiri Manda, Telangana, Hyderabad – 500072 to M/s. India Bulls Commercial Credit Limited

#### Personal Guarantee

- Mr. Viswanath Kompella has given personal guarantee for all loans.
- 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

### NOTE NO. 22 (Contd.)

Corporate Guarantee, to M/s. Canara Bank, Mid Corporate Branch, from following companies:

1. M/s Maxcell Phones Communications India Pvt Ltd
2. M/s Vira Systems Pvt Ltd
3. M/s Iron Age India Pvt Ltd
4. M/s Iragavarapu Constructions Pvt Ltd
5. M/s P K I Solutions Pvt Ltd
6. M/s Every wear Imports & Exports Pvt Ltd
7. M/s VIVO Bio Labs Pvt Ltd
8. M/s Surlogic Life Consultancy Pvt Ltd

### NOTE NO. 23:

Consumables and other then 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 cant'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	2020-21	2019-20
Profit available for the equity share holders	5,68,23,335	4,44,36,120
Weighted average number of shares for Basic EPS	1,28,93,164	1,28,87,520
Weighted average number of shares for Diluted EPS	1,34,41,735	1,28,87,520
Basic EPS	4.41	3.45
Diluted EPS	4.23	3.45

### 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. Separate No Lien Account is opened for the project funds and will be spent towards projects objectives directly from that account.

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.26:

#### a) Key Management Personnel:

S.No.	Name	Designation
1	M. Kalyan Ram	Whole Time Director
2.	K T V Kaladhar	Chief Financial Officer
3.	A. Karthik	Company secretary

#### Other Related Party:

- 1) Virinchi Limited
- 2) Viswanath Kompella

## Consolidated Notes and other explanatory information to financial statements

### NOTE NO.26: (Contd.)

The followings are the related party transactions:

Name of the related Party	Nature of transaction	Type	Current year (₹)	Previous year (₹)
M. Kalyan Ram	Remuneration	Short Term Employee Benefits	8,62,404	8,61,204
K.T.V Kaladhar	Remuneration		6,33,112	6,81,204
Ch. Varun Kumar	Remuneration		0	1,28,904
A. Karthik	Remuneration		7,42,404	4,06,258
Viswanath Kompella	Consultation to Promoter	Consultancy charges	70,00,000	28,00,000
Virinchi Limited	Lease Rentals	Lease Rentals	0	22,50,000
Virinchi Limited	software purchased	Software purchase	5,00,00,000	0

### NOTE NO. 27:

Statement of ESOP Vested and Exercised during the Current Financial Year:

Sl. No	Description	Year ended 31st March, 2021
1	Number of Options Outstanding at the beginning of the year( Un granted)	19,20,000
2	Number of options granted during the year	Nil
3	Number of options forfeited/lapsed during the year	1,38,000
4	Number of options vested during the year	1,54,000
5	Number of options exercised during the year	Nil
6	Number of shares arising as a result of exercise of options	Nil
7	Amount realized by exercise of options (₹)	Nil
8	Number of options outstanding at the end of the year (out of total number of options approved under ESOS)	20,58,000
9	Number of options exercisable at the end of the year (out of total number of options approved under ESOS)	3,99,000

### NOTE NO. 28:

Foreign Currency Outflow during the year of ₹4.17 Crore (Previous Year – ₹3.34 Crore).

### NOTE NO. 29:

Foreign Currency Inflow during the year is ₹1.85 Crore (Previous Year – ₹10.26 Crore.)

### NOTE NO. 30:

Previous year's figures have been regrouped wherever necessary.

### NOTE NO. 31:

The figures have been rounded off to the nearest rupee.

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  
**Vivo Bio Tech Limited**

**M Mohana Saradhi**  
Partner  
M. No. 244686

**M.Kalyan Ram**  
Whole Time Director  
DIN: 02012580

**K.T.V. Kaladhar**  
Whole Time Director & CFO  
DIN: 08450361

Place : Hyderabad  
Date: 29/06/2021

**A.Karthik**  
Company Secretary  
M.No.A44462

## Notes forming part of the Financial Statements

Additional Information as required by Paragraph 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act,2013

		Net Assets (TA-TL)			
		As % of Consolidated Net Assets	Amounts	As % of share on Consolidated Profit/(Loss)	Amounts
<b>Parent</b>	Vivo Bio Tech Limited	99.99	42,45,64,200	100.0	5,68,44,375
<b>Subsidiaries- Wholly Owned</b>	Indian				
	VIOBIO CONSULTING SERVICES PRIVATE LIMITED	0.01	60,871	(0.01)	-3,040
	VIOBIO DISCOVERY SERVICES PRIVATE LIMITED	0.00	-11,652	(0.01)	-5,990
	SURLOGIC LIFE CONSULTANCY PRIVATE LIMITED	0.00	16,757	(0.01)	-6,020
	VIOBIO LABS PRIVATE LIMITED	0.00	-9,652	(0.01)	-5,990





*If undelivered, please return to:*

## **Vivo Bio Tech Ltd.**

**Your Drug Discovery Partner**

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